



บริษัท ไอ.ซี.ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน)  
I.C.C. International Public Company Limited

หนังสือบอกกล่าวเชิญ  
ประชุมสามัญผู้ถือหุ้น  
ครั้งที่ 56 ปี พ.ศ. 2564

Invitation to the 56<sup>th</sup>

Annual General Meeting

2021

วันจันทร์ที่ 26 เมษายน 2564 เวลา 13:00 น.

ณ ห้องเจ้าพระยา 2 ชั้น 3 โรงแรมมณเทียร ริเวอร์ไซด์

เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120

**On Monday, April 26<sup>th</sup>, 2021 at 01:00 p.m.**

At the Chao Phraya Room No. 2, the 3<sup>rd</sup> Floor, Montien Riverside Hotel

372 Rama III Road, Bangklo Subdistrict, Bangkholaem District, Bangkok 10120

เปิดรับลงทะเบียนเวลา 11:00 น.

โปรดนำหนังสือเชิญประชุม (แบบลงทะเบียนที่มี Barcode) มาในวันประชุม เพื่อสิทธิในการเข้าร่วมประชุม

Registration start time 11:00 a.m.

Please bring the Notice of Meeting (Registration Form with barcode) with you to be eligible to attend the meeting.

## **Prevention Measures and Guidelines for Attending Annual General Meeting 2021**

### **Under the Situation of COVID-19 Outbreak**

1. The Company would like to ask for shareowners' cooperation to appoint a representative or a Company's Independent Director as proxy, as stated in the Invitation Letter (Attachment 6), to participate and vote in the name of the shareowner, instead of attending the meeting in person. The shareowner should specify his preferences on the Proxy Form, which is sent to the shareowner or download it from the Company's website (The shareowners are also advised to vote for each agenda in advance) and send the form to The Company by April 23, 2021 for checking up.

Mrs. Duangrudee Milintanggul (Share Registration)

I.C.C. International Public Company Limited

530 Soi Sathupradit 58, Bangpongpan, Yannawa, Bnagkok 10120

2. The meeting room will be thoroughly cleaned prior to the start of the meeting.

3. To lessen the participants congestion within the meeting area, the seats will be arranged 1.5 m apart from one another; as a result, only about 60 shareowners and/or proxies can be seated within the meeting room. All the seats will also be numbered; therefore, the registered participants are advised to sit accordingly for the sake of prevention and to be able to track down the persons should a situation occurs.

In the case that all seats are occupied, The Company would like to ask the attending shareowners for their cooperation to appoint a Company's Independent Director as your proxy. Or, if you are a proxy, The Company reserves the right to appoint a Company's Independent Director whose name was specified on the Proxy Form to be the shareowner's proxy instead, for the purpose of upholding the shareowner's rights.

4. The Company would like to ask all participants to strictly comply with the following guidelines for attending the Annual General Meeting 2020 to prevent and reduce the risk of COVID-19 spread:

4.1. All participants are respectfully requested to wear facemasks and answer self-screening questionnaires before entering the meeting area. Any participant, including his closed ones, who travel to or pass through any high-risk areas of COVID-19 infection, according to the announcement of Ministry of Public Health, or having symptoms such as high fever, coughing, sneezing, or running nose, will be denied to attend the meeting.

All participants are also asked to strictly comply with the advises of the screening point staff. Failing to do so may results is being denied to enter the meeting area. However, the person is still eligible to appoint a Company's Independent Director as his proxy.

4.2. All participants are requested to be measured their body temperature at the screening point before entering the meeting area. In case anyone is found to have a temperature of 37.5°C or higher, the person will be prohibited to attend the meeting.

The participants who pass the screening conditions will be identified with stickers; and are requested to clean their hands with provided hand gel and to wear facemasks at all time.

4.3. The Company reserves the right to deny any person who does not pass the screening conditions or does not answer the COVID-19 questionnaire to enter the meeting area.

4.4. For the safety of all participants, no microphone will be provided for questioning during the meeting. Should any shareowner have any question, please write down the question on a provided piece of paper; and hand it to the staff. Your questions will then be delivered to the Chairman of the meeting.

5. Bottled water will be provided in the meeting room. The participants' cooperation will be asked for refraining from consuming any food or snacks during the meeting and in the meeting room. Each participant will get one set of snacks, which will be prepared by The Company, after the meeting.

6. If there is any change or additional regulation from government agencies regarding the shareowner meeting, subsequent announcements will be issued accordingly via The Company's website ([www.icc.co.th](http://www.icc.co.th))

With all of the above measures, the screening point and registration point possibly cause delay. If it is the case, we are truly sorry for the inconvenience.

Ref. No. Thor Bor. 07/2564

April 2, 2021

- Subject Invitation to the 56<sup>th</sup> Annual General Meeting 2021
- To: Shareowners of I.C.C. International Public Company Limited
- Enclosure:
1. A copy of Minutes of the 55<sup>th</sup> Annual General Meeting 2020 held on August 3, 2020 (Agenda 1).
  2. The Company's Annual Report 2020 comprising the reports of the Board of Directors and Financial Statements and Sustainability Report 2020 which can be downloaded by scanning the QR Code on the Notification of Meeting Form (Agenda 2, 3).
  3. Profiles of the four nominated persons to the Company's Board of Directors (Agenda 5).
  4. Definition of Independent Directors.
  5. Documents or evidence showing share ownership or proxy to the meeting and the meeting regulations.
  6. The profiles of Independent Directors and Audit Committee members proposed as a proxy for shareowners.
  7. The Company's Articles of Association concerning the Annual General Meeting.
  8. The Process of Registration for the 56<sup>th</sup> Annual General Meeting 2021.
  9. Proxy form B.
  10. How to download the Annual Report 2020 and the Annual General Meeting 2021's Supporting Documents with QR Code.
  11. Form to get hard copy of the Annual Report 2020.
  12. Map of the meeting venue.
  13. The Notice of Meeting (Registration form with Barcode) **Please bring this form for registration on the meeting date.**

The Board of Directors passed a resolution setting the date of the 56<sup>th</sup> Annual General Meeting 2021 on Monday of April 26, 2021 at 01:00 p.m. at Chao Phraya Room No. 2, the 3<sup>rd</sup> floor of Montien Riverside Hotel, 372 Rama III Road, Bangklo Subdistrict, Bangkholeam District, Bangkok 10120,

In the 56<sup>th</sup> Annual General Meeting 2021, the Company provides the opportunity for shareowners to propose any topic to be included in the meeting agenda, and/or, propose a candidate (s) to be considered for company director during December 1-30, 2020. At the end of such period, however, no shareowner proposed any topic to be included in the meeting agenda nor any candidate (s) to be considered for company director.

The agenda of the meeting will be as follows:

Agenda 1 To certify the previous minutes of the 55<sup>th</sup> General Meeting 2020, held on August 3, 2020.

Facts and reasons: The facts as recorded in the above minutes were complete and correct as presented in the meeting. The Minutes had been prepared within 14 days after the meeting date and had also been submitted to the Stock Exchange of Thailand and Ministry of Commerce in due time as prescribed by the relevant laws, as well as being publicized via the Company's website (<http://www.icc.co.th>) (**Minutes of the Annual General Shareowner Meeting is available for consideration as Enclosure 1**).

The Board's opinion: The said minutes should be proposed to the meeting for acknowledgement.

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

Agenda 2 To acknowledge the Annual Reports of the Board of Directors and the 2020 business performance published in the 2020 Annual Report.

Facts and reasons: The above reports which were published in the 2020 Annual Report and also appears in the form of QR Code in the Notice of Meeting, have been made in accordance with rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and international practice being factually complete and accurate as provided to shareowners enclosed with the Notice of Meeting (Short version) and disseminated on the Company's website (<http://www.icc.co.th>) since March 26, 2021.

**(The 2020 Annual is available for consideration as Enclosure 2).**

The Board's opinion: The abovementioned Annual Report and 2020 business performance should be proposed to the meeting for acknowledgement.

Vote: No voting required since this agenda is intended for acknowledgement purpose.

Agenda 3 To consider for approval of the financial statements and reports of the auditor as of December 31, 2020.

Facts and reasons: The financial statements and reports of the auditor as of December 31, 2020 have been made in accordance with generally accepted accounting principles and had already been certified by the certified public accountant, as well as having been approved by the Audit Committee and the Board of Directors. Details of the 2020 financial statements are in the 2020 Annual Report, from page 141 to page 219, in QR Code form as appeared in the Notice of Meeting. **(The 2020 Annual Report is available for consideration as Enclosure 2).**



The Board's opinion: The abovementioned financial statements and reports of the auditor as of December 31, 2020 should be proposed to the meeting for approval.

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

Agenda 4 To consider for approval the appropriation of the Company's earnings.

4.1 Annual dividend for the year 2020

Facts and reasons: According to the Company's dividend payment policy, the Company has set a standard to pay dividend at 20% of par value per share. In 2020, the Company's operating results since January 1, 2020 - December 31, 2020, therefore, it was considered appropriate to pay dividend at Baht 0.25 per share for the shareowners who have their names on the registration book upon the record date as of May 6, 2021, with a total number of 290,633,730 shares worth a total of Baht 72,658,432.50, the dividend shall come from the accumulated profit with 30% corporate tax paid off, rendering payout ratio at the rate of 38.65 times, equivalent to 25 % of par value per share, thereby being in line with corporate policy. The payment of dividend shall be made on May 25, 2021.

The Board's opinion: The 2020 dividend payment at Baht 0.25 per share should be proposed to the meeting for approval with following details:

Description	Unit	2020	2019	%
		Annual dividend Paid on May 25, 2021 (Proposed Year)	Interim dividend Paid on May 7, 2020 (Previous Year)	
1. Net profit	Baht	1,879,843.00	695,244,333.00	0.27
2. Number of shares	Shares	290,633,730	290,633,730	100.00
3. Dividend payment per share	Baht	0.25	0.70	35.71
4. Amount of dividend	Baht	72,658,432.50	203,443,611.00	35.71
5. Payout ratio	Times	38.65	0.29	13,327.59

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

4.2 Statutory reserve

Facts and reasons: As of December 31, 2020, the Company's registered capital was Baht 500,000,000.- with paid-up capital of Baht 290,633,730.- and statutory reserves amounting to

Baht 50,000,000.-, equivalent to 10% of the registered capital. Therefore, it is deemed appropriate not to allocate any additional funds as statutory reserve, as the full amount has already been completely reserved in accordance with the Company's Articles of Association.

The Board's opinion: Shareowners should be proposed during the meeting for approval of not to arrange any additional statutory reserve, as the required full amount had already been completely reserved in accordance with the Company's Articles of Association.

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

Agenda 5 To consider election of new directors to replace the directors whose tenure is completed

Facts and reasons: According to the Company's Articles of Association, one-third (1/3) of the directors shall retire from office during the Annual General Shareowner Meeting, and these directors may be re-elected.

At present, the Company has 12 directors, and the following 4 directors have to resign from office:

- |                |                          |   |
|----------------|--------------------------|---|
| 1. Mr. Nophorn | Bhongsvej                | Independent Director and Audit Committee Member |
| 2. Mr. Manu    | Leelanuwatana            | Director  |
| 3. Mrs. Kobsuk | Saengsawad               | Director  |
| 4. Surat       | Wongrattanapassorn Ph.D. | Director  |

It is noted that Mr. Manu Leelanuwatana has expressed his intention to not accept reappointment as he has such busy schedule.

The company provided the opportunity for shareowners to nominate persons with appropriate qualifications for election to the Board of Directors during the 56<sup>th</sup> Annual General Shareowner Meeting 2021. However, no nominations had been made.

The Nomination Committee being responsible for consideration of individual persons according to the selection criteria and process with appropriate qualifications, knowledge, capabilities as well as an unblemished professional record, having no traits prohibited by law or the Company's Articles of Association, possessing leadership and vision, ethics and high moral character, who has a positive attitude toward the organization and sufficient time to devote to corporate responsibilities for the benefit of the Company's business operation. In addition, Board diversity was also a factor of consideration, whereby a Board Skills Matrix was prepared which defined the desired characteristics in a candidate, with emphasis on needed skills which may currently be lacking, in order to ensure that the Board comprised individuals with required knowledge and expertise in diverse professional fields, whose qualifications were well suited to the Company's



business operation, as well as meeting the requirement of the vacant position and aligned with the composition and structure of the Board as prescribed in the business strategies and for the sake of continuity of corporate business operation. Moreover, consideration was also given to persons listed in the Directory of Professional Directors of the Thai Institute of Directors Association (IOD) and to the independence of the Independent Director in terms of efficiency in carrying out duties and responsibilities, including the ability to express views with independence in accordance with relevant guidelines, as part of a transparent selection process which creates confidence among shareowners. It was, therefore, deemed appropriate for the Board of Directors to propose to shareowners at the Annual General Meeting to consider reappointing the 3 directors, who are resigned in due course, to serve another term on the Board. In addition, the Nomination Committee deemed it appropriate to submit to the Board for consideration the nomination of Mr. Viritpol Chaithavornsathien to replace Mr. Manu Leelanuwatana as Company Director, who has the knowledge, capability and qualifications in accordance with the Company's Articles of Association, as well as the relevant provisions of the SEC and the SET.

The Board's opinion: The Company's Board of Directors, excluding the gain and lose directors considered the candidates individually as screened by the Nomination Committee and agreed that the above-mentioned 3 directors are fully qualified in compliance with the Public Limited Companies Act of B.E. 2535 and regulations of Securities and Exchange Commission. They possess the qualities, knowledge, capabilities, expertise and experience in the Company business, with a proven record of longstanding contribution to the organization. The one nominated as Independent Director is able to provide independent views in accordance with relevant guidelines.

Furthermore, those who had served on the subsidiary committees had also made a very positive contribution in their respective roles. It was therefore deemed appropriate to propose to the Annual General Shareowner Meeting to approve the reappointment of the said 3 directors to resume their position for further business operation in the year 2021. The Board also agreed to propose Mr. Viritpol Chaithavornsathien to the Annual General Meeting for election, to replace Mr. Manu Leelanuwatana who has expressed his intention to not accept reappointment.

**(The profile of the nominated directors is enclosed as Enclosure 3).**

In addition, the Company has defined independent directors in compliance with rules and regulations of the Capital Market Supervisory Board. **(Details of definition of the independent directors can be observed from Enclosure 4).**

**Note:** Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

Agenda 6 To consider for determination of the directors' remuneration

**Facts and reasons:** According to the Company's Articles of Association, the Company is not allowed to pay any money or assets to directors, except a remuneration pursuant to his or her right and such other compensation as usually paid to him or her as a director of the Company. With careful consideration, taking into account the Company's performance, factors which may possibly impact on the Company or overall economic conditions, assessment results of the directors' performance, as well as scrutiny of their suitability with the responsibilities and duties thereof, and benchmarking with the rate of other companies of similar size in the same industry, the Remuneration Committee deemed it appropriate to determine directors' remuneration for their hard work at the same amount as last year which is not exceeding Baht 20 million per year (the same rate as having been applied since 2002). Moreover, it is also proposed that remuneration be provided for duties on the various committees which excludes compensation or benefits that directors are entitled to receive as being employee of the Company. Details of Directors' remuneration are as follows:

(Unit: Baht)

Remuneration Component	Remuneration Criteria	2020 (Years in office from Apr.19 - Apr.20)	2019 (Years in office from Apr.18 - Apr.19)
Gratuity	All Directors	5,550,000	6,450,000
Conference Allowance (including subsidiary committee)	Directors who attended the meeting	1,996,000	1,996,000
Director Fee	Only Chairman	-None-	-None-
Other Benefits	-None-	-None-	-None-
Total		7,546,000	8,446,000

The 2020 remuneration for each director can be observed from the 2020 Annual Report from page 78



The Board's opinion: It should be proposed to shareowners during the meeting for approval of the directors' remuneration at the same amount as last year which is not exceeding Baht 20 million per year as recommended by the Remuneration Committee. The allocation should be under the Remuneration Committee's responsibility and shall be effective every year until any further change is made, as remuneration for the following duties:

1. The duties of Company's director
  - Annual Remuneration (Gratuity) paid to every director
  - Meeting allowance paid to attending directors
    - Chairman 10,000 Baht / one meeting
    - Director 8,000 Baht / one meeting
2. The duties of Audit Committee
  - Meeting allowance paid to attending directors
    - Chairman 10,000 Baht / one meeting
    - Director 8,000 Baht / one meeting
3. The duties of Nomination Committee, Remuneration Committee, Risk Management Committee and Corporate Governance Committee, meeting allowance shall be paid to attending directors at Baht 8,000 each/meeting.

Vote: Not less than two-thirds of the total votes of shareowners who attend the meeting and are eligible to vote shall be respected.

Agenda 7 To consider the appointment of auditor and approve the audit fee

Facts and reasons: According to the Company's Articles of Association, the auditors shall not be a director, staff, employee or hold any position in the Company. The auditors shall be elected at the Annual General Shareowner Meeting every year and previous auditors may be re-elected to perform the duties. The 55<sup>th</sup> Annual General Shareowner Meeting 2020, a resolution was passed to elect Mr. Ekkasit Chuthamsatid and/or Miss Nittaya Chetchotiros and/or Mr. Thanit Osathalert, certified public accountants with registration No. 4195 and/or No. 4439 and/or 5155 from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the year 2020.

For 2021, the Audit Committee considered the selection of auditors based on their experience, generally accepted auditing standards, performance efficiency, auditing expertise and independence, including the amount of work and the audit fee, compared to other listed

companies at the same level, with qualifications according to the Company's Articles of Association and regulations of the Federation of Accounting Professions, the Securities and Exchange Commission and the Stock Exchange of Thailand, and has deemed appropriate to elect:

1. Mr. Ekkasit Chuthamsatid, Certified Public Accountant with registration No. 4195  
(has signed in the Company's Financial Statements since 2017), and/or
2. Mr. Thanit Osathalert, Certified Public Accountant with registration No. 5155  
(Never signed in the Company's Financial Statements)
3. Mr. Krit Thammatatto, Certified Public Accountant with registration No. 11915  
(Never signed in the Company's Financial Statements)
4. Mr. Bunyarit Thanormcharoen, Certified Public Accountant with registration No. 7900  
(has signed in the Company's Financial Statements since 2012 - 2016)

from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the year 2021 for the fifth time, with any one of the four certified public accountants being authorized to audit and sign the financial statements of the Company, with the following remuneration:

(Unit: Baht)

	2021 (Proposed year)	2020 (Previous Year)	% 2021/2020
Annual auditing fee	2,275,000	2,275,000	-
Reviewing fee per each quarter	420,000 (140,000 x 3)	420,000 (140,000 x 3)	-
Total	2,695,000	2,695,000	-
Other service fee	-none-	-none-	-none-

And it was agreed that the Annual General Shareowner Meeting should also acknowledge the fees for the audits of subsidiary companies in 2021

(Unit: Baht)

Subsidiary Company	Auditor	2021	2020
1. WBRE Co., Ltd.	Mr. Ekkasit Chuthamsatid Mr. Krit Thammatatto KPMG Phoomchai Audit Co., Ltd.	280,000	280,000
2. Thai Itokin Co., Ltd.	Mrs. Supreeya Saengudomlert Ms. Phachara Phacharawanit Thammakarn Accounting Office	140,000	140,000
3. Canchanan International Co., Ltd.	V Chartered Accountants Co., Ltd.	65,851 (\$ 2,200)	66,513 (\$ 2,200)
4. Amis Du Monde SARL	(has dissolved its business)		19,964 (€ 600)
Total		485,851	506,477

Thai Itokin Co., Ltd. and Canchana International Co., Ltd. did not use the same auditor as the Company because:

- Thai Itokin Co., Ltd. was able to negotiate and maintain the price as the previous year with its current auditor.
- Canchana International Co., Ltd. is in a foreign country and was able to negotiate and maintain the price as the previous year with its current auditor.

Additionally, among I.C.C.'s seven associated companies, Thai SECOM Security Co., Ltd. uses the same auditor(s) as the Company's. Nevertheless, despite the fact that a number of subsidiary companies and associated companies do not use the same auditor(s) as I.C.C.'s, the Company's Board of Directors still able to provide management oversight to ensure that these companies prepare and complete their Financial Statements within the required time frame.

The Board's opinion: Agreed as recommended by the Audit Committee to propose to the Annual General Shareowner Meeting the appointment of Mr. Ekkasit Chuthamsatid, Certified Public Accountant with registration No.4195 and/or Mr. Thanit Osathalert, Certified Public Accountant with registration No.5155 and/or Mr. Krit Thammatatto, Certified Public Accountant with registration No. 11915 and/or Mr. Bunyarit Thanormcharoen, Certified Public Accountant with registration No. 7900 from the KPMG Phoomchai Audit Co., Ltd., to be the



Company's certified public accountants for the year 2021, including determination of the auditing remuneration as proposed.

It was also agreed to propose for acknowledgement at Annual General Meeting the auditing fee for subsidiary companies in 2021. It is noted that the proposed auditors have no relation nor conflict of interest with the Company, Subsidiary Companies, Executives, Major Shareowners or their connected persons. Therefore, they are independent to audit and give their opinions to the Company's Financial Statements.

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

Agenda 8 To consider other matters (if any)

Shareowners are, therefore, cordially invited to attend the meeting as per the afore-mentioned date, time and venue. Shareowners who would like to attend the meeting, are kindly requested to arrive for registration at the venue of the meeting from 11:00 a.m. to 01:00 p.m. in compliance with rules and regulations of the Stock Exchange of Thailand.

**If you have any inquiries or questions concerning the agenda of the meeting, please send your questions prior to the meeting to the Board of Directors' Secretariat Office via Fax. 0-2294-1155 and E-Mail: iccset@icc.co.th, including details regarding your name, address, contact telephone number, and email address (if any) for easy response. The Board of Directors' Secretariat Office shall collect and submit all questions to the Executive Chairman for consideration and the Company shall consider responding to such questions at the meeting.**

In case you are unavailable to attend the meeting in person and would like to appoint a proxy, please use the proxy form attached herewith as the **Enclosure 9** or the form stipulated by the Ministry of Commerce which can be downloaded from the Company's website : <http://www.icc.co.th>, with three optional types.

- If you are foreign investors who appoint a local custodian in Thailand as shares depository, any proxy form: Type A or B or C is usable.
- For other shareowners, only Type A or B can be used

In case that you wish to appoint an independent director or member of the Audit Committee as a proxy to attend the meeting, please study and consider the profiles of independent directors and the Audit Committee proposed by the Company to be proxies of shareowners as **Enclosure 6**.

The aforesaid three Independent Directors and Audit Committee members have no conflict of interest with all agendas. (Mr. Nophorn Bhongsvej, Independent Directors and members of the Audit Committee, have a conflict of interest in agenda 5 since he is a company director who resigned in due course and have been proposed by the Nomination Committee to resume their position during the Annual General Meeting this year.)

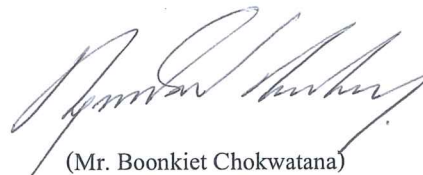
For this 2021 Annual General Meeting, the Company has prepared the 2020 Annual Report comprising the annual reports of the Board of Directors and Financial Statements, as well as the Sustainability Report of 2020 in the form of QR Code as appeared in the Notice of Meeting (the Registration form with Barcode), sent with this Notice of Meeting (Short version). If any shareowner wishes to receive hard copies of the 2020 Annual Report and the Sustainability Report, of which the content is the same as in the QR Code format, please make a request by filling out the form (**Enclosure 11**) and returning it to the Company through the specified channels. The Company will then send you the hard copy of the requested report.

You are kindly requested to return the proxy form to the Company not less than one working day prior to the meeting (deadline is on April 23, 2021) for easy and convenient checking of all documents in advance. As the registration shall be done by the barcode system, therefore shareowners and appointed proxies are kindly requested to bring with them the **Notice of Meeting with barcode registration form (Enclosure 13) to the meeting** in order to facilitate the registration.

All document to be returned to the Company not less than one working day prior to the meeting (deadline is on April 23, 2021) shall be addressed to:

Mrs. Duangrudee Milintanggul (Share Registration)  
I.C.C. International Public Company Limited  
530 Soi Sathupradit 58,  
Bangpongpan, Yannawa,  
Bangkok 10120

By the order of the Board of Directors



(Mr. Boonkiet Chokwatana)

Executive Chairman

(Copy)

I.C.C. International Public Company Limited  
 Minutes of the 55<sup>th</sup> Annual General Meeting 2020  
 August 3, 2020

The 55<sup>th</sup> Annual General Meeting 2020 was held at the Galaxy Room, Avani+ Riverside Bangkok Hotel at 257 Charoennakorn Road, Samre Subdistrict, Thonburi District, Bangkok.

The meeting started at 02:00 p.m.

Meeting Attendants :

- A. Twelve members of the Board of Directors attended the meeting (a complete board, to be 100% of the Company's Directors.)

1.	Mr. Boonkiet	Chokwatana	Chairman and Executive Chairman
2.	Mr. Thamarat	Chokwatana	President and Vice Executive Chairman
3.	Thiraphong	Vikitset Ph.D.	Independent Director and Audit Committee Chairman
4.	Mr. Amorn	Asvanunt	Independent Director and Audit Committee Member
5.	Mr. Nophorn	Bhongsvej	Independent Director and Audit Committee Member
6.	Anuchit	Anuchitanukul Ph.D.	Independent Director and Audit Committee Member
7.	Mr. Manu	Leelanuwatana	Director
8.	Mr. Somphol	Chaisiroj	Director
9.	Miss Munchusa	Terapongpipat	Director
10.	Mrs. Kobsuk	Saengsawad	Director
11.	Surat	Wongrattanapassorn Ph.D	Director
12.	Mrs. Chailada	Tantivejakul	Director

- B. Chairmen of the six sub-committees attended the meeting.

Six sub-committees are as follows:

No.	Sub-committees	No. of Members	Chairman
1	Audit Committee	4	Thiraphong Vikitset Ph.D.
2	Nomination Committee	5	Mr. Thamarat Chokwatana
3	Remuneration Committee	3	Mr. Boonkiet Chokwatana
4	Risk Management Committee	8	Mr. Amorn Asvanunt
5	Corporate Governance Committee	5	Mr. Nophorn Bhongsvej
6	Board of Executive Directors	10	Mr. Boonkiet Chokwatana

- C. Chief Financial Officer attended the meeting as per the following name list:

- Mr. Nattapat Petchratanaporn Vice President : Accounting and Finance Division and CFO

- D. Legal consultants - participated as witness in counting and inspecting the votes cast for each agenda :

- Miss Suphanee Lueangsathit Vira Law Office Co., Ltd.

- E. Auditor - observed the vote-counting :

- Mr. Thanit Osathalert Certified public accountant with registration No. 5155  
 from KPMG Phoomchai Audit Co., Ltd.



F. Attending shareowners

A total of 2,069 shareowners attended with total ownership of 290,633,730 shares as per the registration book upon the record date of data collection on June 26, 2020.

At the commencement of the meeting at 02:00 p.m., there were 55 shareowners and 108 proxies holding an aggregated number of 235,246,573 shares representing 80.94% in attendance.

Shareowners and proxies in attendance to the meeting.

- 31 persons attended in person, with ownership of 25,910,323 shares representing 8.91%

- 77 persons attended under power-of-attorney, with ownership of 209,336,250 shares representing 72.03%

And during the meeting, there were no additional shareowner registered.

Mrs. Duangrudee Milintanggul, the Company Secretary, informed the result of quorum counting and the number of stakeholders as per the following details:

1. At the beginning of the meeting, there were 55 shareowners and 108 proxies in attendance at the meeting, holding an aggregated number of 235,246,573 shares representing 80.94% of total equity, thereby constituting a quorum.
2. Total number of shareowners and proxies who were non-eligible to attend the meeting : - none -
3. Total number of shareowners and proxies who were non-eligible to vote : - none -

Mr. Boonkiet Chokwatana, Chairman of the Board of Directors acting as the Chairman of the Meeting declared the opening the 55<sup>th</sup> Annual General Meeting 2020.

At the beginning of the meeting, the Chairman expressed thanks to all attending shareowners, and introduced the Board of Directors, the six sub-committees, Chief Financial Officer, Legal Advisors and the Company's Auditors.

He then notified the meeting that for the 55<sup>th</sup> Annual General Meeting 2020, the Company had already offered an opportunity to shareowners to propose any matters as an agenda and/or nominate person for election as director by sending a letter to Mrs. Duangrudee Milintanggul, the Company Secretary from 1<sup>st</sup>- 30<sup>th</sup> December 2019. However, the Company had received no response.

Mrs. Duangrudee Milintanggul, the Company Secretary was assigned to inspect all shareowners' documents before the commencement of the meeting, with the result that there was no argument concerning the documents of the attending shareowners.

Immediately following, the Company Secretary clarified to the meeting the Rules and Regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand concerning procedures to organize the shareowners' meeting of public listed companies as per the following details:

1. Shareowners have the right to question and comment on every agenda.

If the question pertains to matters outside of the agenda, shareowners could raise this during consideration of Agenda 8, Other Matters.

2. Method of Vote Casting and Counting

2.1 According to the Company's Articles of Association No. 43, when casting a vote - one share is counted as one vote.

- 2.2 Casting a vote in every agenda must be done openly.

To cast a vote, one must raise a placard received from the registration counter in front of the meeting room. Each Shareowner can cast only one vote: either to approve, disapprove or abstain from voting.

In vote-counting, only the votes of disapproval and abstention, including void ballots (if any), shall be subtracted from the total number of eligible votes in attendance at the meeting. The remainder shall be counted as the approved votes for each item on the agenda.

Void ballots are cases where more than one box are chosen on the ballot or where there are cross outs or corrections on the ballot without accompanying signature.

- 2.3 In a case where the shareowner gives power of attorney to another person to attend the meeting and cast votes on his or her behalf by submitting the Power of Attorney letter in advance to the Company, the Company would have recorded the shareowner's vote in accordance with his/her wishes into the vote processing system accordingly.
  3. In order to ensure that the vote-counting was conducted in an orderly, convenient and transparent manner, the barcode system was used to enable simultaneous view of vote-counting on each agenda on the screen by all shareowners.
    - 3.1 In every agenda except the election of directors, the shareowner who wished to cast a vote to disapprove or abstain would raise the placard. Then the company staff would read the barcode of the placard for vote summary and give to that certain shareowner a voting card to be filled with the number each shareowner received at registration, their comment, along with their signature. Upon completion of the voting card, the company staff would immediately collect the voting card as evidence for such vote.
    - 3.2 For the agenda of election of directors:  
Shareowners identified their comments on election of directors individually and affixed their signature. In case of disapproval or abstention votes, the shareowner was requested to raise the placard for counting by the assigned staff who subsequently collected this card from all shareowners after the conclusion of this agenda.
  4. In case any shareowner arrived at the meeting after the meeting already commenced, the shareowner had the right to vote only on agenda items which had not yet begun consideration. The Company would then count the votes of the late attendees as the quorum starting from the voted agenda for record in the minutes of the meeting.
- The Board of Directors reserved the right as shareowners to cast an approval vote in every agenda. For proxies authorized by other shareowners, the vote must be in accordance with the proxy form.

Should anyone have any question, please write down your question onto the paper that you received from the registration desk and submit it to our staff. Additional paper can be acquired by raising your hands for our staff to bring it for you.

The Board of Directors then handed over the meeting agendas to Mr. Thamarat Chokwatana, President and Vice Executive Chairman, for further conduct of the meeting.

In order to comply with Securities and Exchange Commission guidelines entitled "Procedure to organize Annual General Meeting", the registration staff checked the number of the meeting attendees when moving forward to every new agenda, and informed the results to the attending shareowners for acknowledgement.

Before entering the Agenda 1

Attendance of the meeting	Attendants	Shareowners	Number of Shares	Total Shares
New comers	0	0	0	290,633,730
Total	55	108	235,246,573	
		equivalent %	80.94	100

Agenda 1 To certify the minutes of the 54<sup>th</sup> Annual General Meeting in 2019 held on April 22, 2019.

The President and Vice Executive Chairman informed the meeting that the company had delivered in advance with the invitation letter to all shareowners a copy of the Minutes of the 54<sup>th</sup> Annual General Meeting in 2019 held on April 22, 2019 which was recorded with complete and accurate facts as presented in the meeting and prepared within 14 days following the AGM for submission to the Stock Exchange of Thailand and Ministry of Commerce within the period of time stipulated by law. All these documents have also been publicized via the Company's website (<http://www.icc.co.th>). As there was no question raised on this matter, the President and Vice Executive Chairman requested the meeting to consider certifying the said minutes.

The President and Vice Executive Chairman gave a chance for inquiry to shareowners but none was raised.

After due consideration, the meeting approved and certified the said minutes with unanimous vote of shareowners who attended the meeting and were eligible to vote.

Votes	shareowners	Shares	% number of shares at the meeting
- Approve	108	235,246,573	100
- Disapprove	0	0	0
- Abstain	0	0	0
- Void Ballots	0	0	0

Before entering the agenda 2

Attendance of the meeting	Attendees	Shareowners	Number of Shares	Total Shares
New comers	0	0	0	290,633,730
Total	55	108	235,246,573	
		equivalent %	80.94	100

Agenda 2 To acknowledge the Annual Report of the Board of Directors and the 2019 business performance being published in the 2019 Annual Report.

The President and Vice Executive Chairman informed that the Annual Report and business performance for the year 2019 had already been published in the 2019 Annual Report and also appears in the form of QR Code in the Notification of Meeting Form, have been made in accordance with rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and international practice being factually complete and accurate as provided to shareowners enclosed with the letter of invitation to the Annual General Meeting and disseminated on the Company's website.



Performance in 2019 can be summarized as follows:

**Consolidated Financial Statements**

Item	2019	2018	Increase (Reduce)	%
Revenue from sales	11,309,214,280	12,349,628,163	(1,040,413,883)	(8.42)
Gross profit	3,741,191,270	4,510,751,822	(769,560,552)	(17.06)
Other revenue	968,804,520	978,628,210	(9,823,690)	(1.00)
Expenses	3,959,720,240	4,529,061,876	(569,341,636)	(12.57)
Share of profit (loss) of investment in associated companies	25,039,094	48,547,572	(23,508,478)	(48.42)
Income tax	56,275,535	74,847,945	(18,572,410)	(24.81)
Net profit	719,039,109	934,017,783	(214,978,674)	(23.02)

- Revenue from sales decreased by THB 1,040.41 million, equivalent to 8.42 percent due to:
  - Economic recession
  - Increasing of consumer behavior shifted to online sales channels
- Gross profit was reduced by THB 769.56 million or 17.06 percent due to decreasing of the revenue and increasing of sales promotion activities to stimulate sales.
- Other revenue declined by THB 9.82 million or 1.00 percent due to a decrease of THB 169.20 million in disposal of investments, an increase of THB 123.62 million in disposal of assets, and loan payment received from litigation pursuance of THB69.42 million
- Sales and administration expenses decreased by THB 569.34 million, equivalent to 12.57 percent due to constant shifting of budget from advertising marketing to social media, resulting in cost decreasing.
- Profit share from investment in associated companies decreased by THB 23.51 million, equivalent to 48.42 percent due to Issara United Co., Ltd., a real estate business, was affected by economic condition, decreasing of the need of real estate acquisition, and increasing of conciseness of bank loans approval. Consequently, the revenue and profits had also decreased.

The aforementioned factors contributed to the Company's decreased net profit of THB 214.98 million, or 23.02 percent.

More details are available in the 2019 Annual Report of the Company.

**Further implementation of anti-corruption initiatives**

Following the Company's admission to the Collective Action Coalition Against Corruption (CAC) on October 14, 2016, the Company has continuously implemented the following:

- Processed the first extension of the Company's membership in the CAC on September, 2019; and was approved on November 4, 2019.
- Continuously publicized the Corporate anti-corruption policies and procedures to both internal and external stakeholders through various channels.

3. Conducted training, "Ethics and Sustainable Organization Development," for directors, managements, and employees. All of whom collectively signed a letter of commitment to comply with Anti-Corruption Policy.

4. Expanded the anti-corruption alliance to partner companies by conducting special lecture session, "Expanding Alliance (trading partners) to Fight Against Corruption Towards Sustainable Development," and collectively signed announcement of intention to comply with Anti-Corruption Policy, together with I.C.C.

5. Participated in activities to mark Anti-Corruption Day

In 2019, the Company continued to efficiently implement its Anti-Corruption Policy and throughout the year, the record shows no report or complaints regarding fraud or corruption from any of the company's stakeholders.

The floor was then opened for any questions or concerns.

Without any question, the meeting acknowledged, and move on to the next agenda.

The President and Vice Executive Chairman gave a chance for inquiry to shareowners but none was raised.

Before entering Agenda 3

Attendance of the meeting	Attendees	Shareowners	Number of Shares	Total Shares
New comers	0	0	0	290,633,730
Total	55	108	235,246,573	
		equivalent %	80.94	100

Agenda 3 To consider for approval the Financial Statements and Reports of the Auditor as of December 31, 2019.

The President and Vice Executive Chairman asked the meeting to consider approval of the Financial Statements and Reports of the Auditor as of December 31, 2019 have been made in accordance with the generally accepted accounting principles and had already been certified by the certified public accountant, as well as having been approved by the Audit Committee and the Board of Directors. Details of the 2019 financial statements are in the 2019 Annual Report, from page 137 to page 198, in QR Code form as appeared in the Notification of Meeting Form. It was explained that any question on this matter would be welcome from the meeting and if no question was raised, the meeting would then proceed to approve the said agenda.

The President and Vice Executive Chairman gave a chance for inquiry to shareowners but none was raised.

Following due consideration, approval to such Financial Statements and Report of the Auditor with unanimous vote of shareowners who attended the meeting and were eligible to vote.

Votes	Shareowners	Shares	% number of shares at the meeting
- Approve	108	235,246,573	100
- Disapprove	0	0	0
- Abstain	0	0	0
- Void Ballots	0	0	0

Before entering Agenda 4

Attendance of the meeting	Attendees	shareowners	Shares	Total Shares
New comers	0	0	0	290,633,730
Total	55	108	235,246,573	
		equivalent %	80.94	100

Agenda 4 To consider for approval the appropriation of the Company's earnings and to acknowledge the payment of 2019 interim dividend.

4.1 To acknowledge the payment of 2019 interim dividend.

The President and Vice Executive Chairman informed that in accordance with the Company's dividend payment policy, the Company has set a standard to pay dividend at 20% of par value per share. In 2019, the Company's net profit amounted to Baht 695,244,333.-. The Board of Directors Meeting of 12/2562, held on April 8, 2020, passed a resolution to pay interim dividend, in preference to the annual dividend payment, for the Company's business performance from January 1 to December 31, 2019. This is to alleviate the impact that might have affected the shareowners due to the adjourning of the Annual General Meeting indefinitely. Therefore, it was considered appropriate to pay interim dividend at Baht 0.70 per share for the shareowners who have their names on the registration book upon the record date as of April 22, 2020, with a total number of 290,633,730 shares worth a total amount of Baht 203,443,611.-, the interim dividend shall come from the accumulated profit with 30% corporate tax paid off, rendering payout ratio at the rate of 0.29 times, equivalent to 70% of par value per share, thereby being in line with corporate policy. The payment of interim dividend was already made on May 7, 2020 and the Board of Directors will not consider any other dividend payment for 2019.

Following are details of dividend payment :

Description	Unit	2019	2018	%
		Interim dividend Paid on May 7, 2020 (Proposed Year)	Annual dividend Paid on May 21, 2019 (Previous Year)	19/18
1. Net profit	Baht	695,244,333.00	920,474,545.00	75.53
2. Number of shares	shares	290,633,730	290,633,730	100.00
3. Dividend payment per share	Baht	0.70	1.21	57.85
4. Amount of payment	Baht	203,443,611.00	351,666,813.30	57.85
5. Payout ratio	times	0.29	0.38	76.32

The Board of Directors will not propose additional dividend payment for 2019.

The President and Vice Executive Chairman gave a chance to shareowners for inquiry but none was raised.

The meeting acknowledge the payment of 2019 interim dividend as proposed by the Board of Directors.

4.2 Statutory Reserve

The President and Vice Executive Chairman informed the meeting that according to the Company's Articles of Association: Chapter 6 on Dividend and Reserve Fund of which Article No. 58 states "The Company shall allot at least one-twentieth (1/20) of its annual net profit deducted by the accumulated loss brought forward to a reserve fund until such reserve fund attains the amount of one-tenth (1/10) of the Company's registered capital." As of December 31, 2019, the Company's registered capital amounted to Baht 500,000,000 with paid-up capital of Baht 290,633,730 and statutory reserve of Baht 50,000,000 representing 10% of the registered capital. The Board of Directors thus considered it appropriate not to increase the amount of statutory reserve as it had already been completely reserved in compliance with the Company's Articles of Association. Attendees of the meeting were then requested to consider giving approval.



The President and Vice Executive Chairman allowed shareowners the chance for inquiry but none was raised.

The meeting, having duly considered details of this agenda, approved the decision on this matter as proposed, with unanimous vote of shareowners who attended the meeting and were eligible to vote.

Votes	Shareowners	Shares	% number of shares at the meeting
- Approve	108	235,246,573	100
- Disapprove	0	0	0
- Abstain	0	0	0
- Void Ballots	0	0	0

#### 4.3 General Reserve

The President and Vice Executive Chairman informed the meeting that in order to strengthen the Company's financial reserve and business stability, as well as increasing shareowners' wealth, the Board of Directors proposed to appropriate 10% of the 2019 net profit as the general reserve at the amount of Baht 69,524,433.30, thereby providing further security for the Company's general financial position. The meeting was then requested to consider giving approval.

The President and Vice Executive Chairman gave the chance to shareowners for inquiry but none was raised.

The meeting approved the general reserve as proposed by the Board of Directors, with unanimous vote of shareowners who attended the meeting and were eligible to vote.

Votes	Shareowners	Shares	% number of shares at the meeting
- Approve	108	235,246,573	100
- Disapprove	0	0	0
- Abstain	0	0	0
- Void Ballots	0	0	0

#### Before entering Agenda 5

Attendance of the meeting	Attendees	shareowners	Shares	Total Shares
New comers	0	0	0	
Total	55	108	235,246,573	290,633,730
		equivalent %	80.94	100

#### Agenda 5 To consider and elect directors to replace the directors who resigned in due course.

The President and Vice Executive Chairman informed that according to the Company's Articles of Association, Chapter 3: Board of Directors, Article No. 21 says "At every Annual General Meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided evenly into three (3) parts, the nearest number to such one-third (1/3) of the directors shall retire from office. The retirement of directors in the first and second year after registration of the Company shall be done by drawing lots. In subsequent years, the directors holding office the longest period shall retire, and the retired director might be re-elected". At present, there are 12 appointed directors and in order to comply with the Company's Articles of Association, the following 4 directors had to retire in due course:

- |                 |                      |   |
|-----------------|----------------------|---|
| 1. Mr. Boonkiet | Chokwatana           | Chairman and Executive Chairman                 |
| 2. Mr. Amorn    | Asvanunt             | Independent Director and Audit Committee Member |
| 3. Anuchit      | Anuchitanukul, Ph.D. | Independent Director and Audit Committee Member |
| 4. Mr. Somphol  | Chaisiroj            | Director  |

The Company provided the opportunity for shareowners to nominate persons with appropriate qualifications for election to the Board of Directors during the 55<sup>th</sup> Annual General Meeting 2020. However, no nominations had been made.

The Nomination Committee being responsible for consideration of individual persons according to the selection criteria and process with appropriate qualifications, knowledge, capabilities as well as an unblemished professional record, having no traits prohibited by law or the Company's Articles of Association, possessing leadership and vision, ethics and high moral character, who has a positive attitude toward the organization and sufficient time to devote to corporate responsibilities for the benefit of the Company's business operation. In addition, Board diversity was also a factor of consideration, whereby a Board Skills Matrix was prepared which defined the desired characteristics in a candidate, with emphasis on needed skills which may currently be lacking, in order to ensure that the Board comprised individuals with required knowledge and expertise in diverse professional fields, whose qualifications were well suited to the Company's business operation, as well as meeting the requirement of the vacant position and aligned with the composition and structure of the Board as prescribed in the business strategies and for the sake of continuity of corporate business operation. Moreover, consideration was also given to persons listed in the Directory of Professional Directors of the Thai Institute of Directors Association (IOD) and to the independence of the Independent Director in terms of efficiency in carrying out duties and responsibilities, including the ability to express views with independence in accordance with relevant guidelines, as part of a transparent selection process which creates confidence among shareowners.

The Company's Board of Directors, excluding the gain and lose directors considered the candidates individually as screened by the Nomination Committee and agreed that the above-mentioned 4 directors are fully qualified in compliance with the Public Limited Companies Act of B.E. 2535 and regulations of Securities and Exchange Commission. They possess the qualities, knowledge, capabilities, expertise and experience in the Company business, with a proven record of longstanding contribution to the organization. Those nominated as Independent Directors are able to provide independent views in accordance with relevant guidelines even though the total number of years consecutively served in such capacity may exceed 9 years. Furthermore, those who had served on the subsidiary committees had also made a very positive contribution in their respective roles. It was therefore deemed appropriate to propose to the Annual General Meeting to approve the reappointment of the said 4 directors to resume their position for further business operation in the year 2020.

Additionally, it was noted Mr. Amorn Asvanunt, who has held the position of Independent Director up to the end of this current term for 39 years, remains fully qualified in accordance with the criteria for the Company's independent director, possesses the expertise, knowledge, capabilities and experience required by the Company and is able to provide independent views in accordance with relevant guidelines, as well as continue well in the role of Independent Director.

**(The profile of the nominated directors is enclosed as Enclosure 3).**

In addition, the Company has defined independent directors in compliance with rules and regulations of the Capital Market Supervisory Board.

**(Details of definition of the independent directors can be observed from Enclosure 4).**

According to the Public Limited Company Act B.E. 2535, Section 86 stipulates that "It is prohibited for Directors to operate the same type of business and in competition with the Company, or enter into partnership in an ordinary partnership or an unlimited liability partner in a limited partnership, or be a Director of a private company, or any other company operating the same type of business and in competition, except a notification shall be given to the Shareowners'

Meeting prior to the resolution". For this reason, shareowners were informed of the business operations of all directors elected according to the previous paragraph, of which their business were the same type and in competition with the Company, whether for their own or others' benefits. Details are as follows:

1. O.C.C. Public Company Limited
2. Intanin Chiangmai Co., Ltd.
3. Can Co., Ltd.
4. Eastern I.C.C. Co., Ltd
5. Sun & Sand Co., Ltd.
6. Inter South Co., Ltd.
7. Korajwatana Co., Ltd.
8. Paknumpo Wattana Co., Ltd.
9. Maharachapruerk Co., Ltd.
10. Better Way (Thailand) Co., Ltd.
11. International Commercial Coordination (HK) Limited
12. Shiseido Professional (Thailand) Co., Ltd.
13. Tsuruha (Thailand) Co., Ltd.
14. Sun 108 Co., Ltd.
15. Pens Marketing and Distributions Co., Ltd.
16. Canchana International Co., Ltd.
17. Saha Pathanapibul Plc.
18. WBT Co., Ltd.
19. Scentimental (Thailand) Co., Ltd.
20. WBHF Co., Ltd.
21. EF Co., Ltd.
22. T-Way Co., Ltd.

The meeting was then requested to consider and elect new directors individually to replace the retired directors, with unanimous vote of shareowners who attended the meeting and were eligible to vote. Following are the summary of results:

Name of Directors	Type of Director	Approve (number of votes) (%)	Disapprove (number of votes) (%)	Abstain (number of votes) (%)	Void Ballots (number of votes) (%)
1. Mr. Boonkiet Chokwatana	Chairman and Executive Chairman	235,246,573 (100.00)	0 (0)	0 (0)	0 (0)
2. Mr. Amorn Asvanunt	Independent Director	235,246,573 (100.00)	0 (0)	0 (0)	0 (0)
3. Anuchit Anuchitanukul, Ph.D.	Director	235,246,573 (100.00)	0 (0)	0 (0)	0 (0)
4. Mr. Somphol Chaisiriroj	Director	235,246,573 (100.00)	0 (0)	0 (0)	0 (0)

Result of the election of the Board of Directors for the year 2020 with 12 members as follows:

1. Mr. Boonkiet Chokwatana
2. Mr. Thamarat Chokwatana
3. Thiraphong Vikitset Ph.D. (Independent Director)
4. Mr. Amorn Asvanunt (Independent Director)
5. Mr. Nophorn Bhongsvej (Independent Director)
6. Anuchit Anuchitanukul Ph.D. (Independent Director)
7. Mr. Manu Leelanuwatana
8. Mr. Somphol Chaisiroj
9. Miss Munchusa Terapongpipat
10. Mrs. Kobsuk Saengsawad
11. Surat Wongrattanapassorn Ph.D
12. Mrs. Chailada Tantivejakul

Authorization of the Board of Directors is set as "Two of seven directors will have power to affix their signature together with the Company's seal to be binding on the Company. Following are the name list of binding directors:

- |                                  |                            |
|----------------------------------|----------------------------|
| 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 |                            |

Before entering the agenda 6

Attendance of the meeting	Attendees	shareowners	Shares	Total Shares
New comers	0	0	0	
Total	55	108	235,246,573	290,633,730
		equivalent %	80.94	100

Agenda 6 To approve the directors' remuneration.

The President and Vice Executive Chairman informed the meeting that according to the Company's Articles of Association, Chapter 3 : Board of Directors, Article No. 32 which says "No payment or other properties shall be made or given by the Company to a director except a remuneration pursuant to his or her right including other compensations as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, insurance premium, pension, bonus, reward, medical expenses, fuel and transportation expenses. This excludes the remuneration or benefits which the directors are entitled to receive as employees of the company".

After careful scrutiny of directors' duties and responsibilities, as well as using reference from the same type of business of nearly the same size industry, the Remuneration Committee then deemed appropriate to determine the directors' remuneration for their hard work within the same amount of the past year but not exceeding Baht 20 million per year (this rate has been applied since 2002). This does not include the remuneration or benefits which the directors are entitled to



receive as employees of the company. Such allocation shall be under the authorization of the Remuneration Committee, and shall be effective every year until any further change.

Following are criteria of the allocation:

1. To perform duties of the Company's Directors:
  - Annual Remuneration (Gratuity) paid to every director
  - Conference Allowance paid to attending directors
    - Chairman 10,000 baht/ one meeting
    - Director 8,000 baht/ one meeting
2. To perform duties of Audit Committee.
  - Conference Allowance paid to attending directors.
    - Chairman 10,000 baht/ one meeting
    - Director 8,000 baht/ one meeting
3. To perform duties of Nomination Committee, Remuneration Committee, Risk Management Committee and Corporate Governance Committee. Conference allowance shall be paid to attending directors at Baht 8,000 each per meeting.

Payment must not exceed the amount approved by the Annual General Meeting.

Followings are comparison of director's remuneration: (Unit : Baht)

Remuneration component	Remuneration criteria	2019 (Year in office from Apr 18 - Apr 19)	2018 (Year in office from Apr 17 - Apr 18)
Gratuity	All directors	6,450,000	6,250,000
Conference allowance (including sub-committees)	Director attended the meeting	1,996,000	1,960,000
Director fee	Only Chairman	- No -	- No -
Other benefits		- No -	- No -
Total		8,446,000	8,210,000

The 2019 remuneration for each director can be observed from the 2019 annual report on page 62.

The meeting was requested to consider for approval such payment at the same amount of last year but not exceeding Baht 20,000,000 per year.

The President and Vice Executive Chairman gave a chance to shareowners for inquiry but none was raised.

Following consideration, the meeting approved this agenda as proposed by the Remuneration Committee with unanimous vote of shareowners who attended the meeting and were eligible to vote.

Votes	Shareowners	Shares	% number of shares at the meeting
- Approve	108	235,246,573	100
- Disapprove	0	0	0
- Abstain	0	0	0
- Void Ballots	0	0	0

Before entering Agenda 7

Attendance of the meeting	Attendees	shareowners	Shares	Total Shares
New comers	0	0	0	290,633,730
Total	55	108	235,246,573	
		equivalent %	80.94	100

Agenda 7 To consider the appointment of auditor and approve the audit fee.

Audit Committee Chairman informed the meeting that according to the Company's Articles of Association, Chapter 4: Shareowners' Meetings:

Article No. 44 (5): The company is required to appoint an auditor and determine the remuneration.

Article No. 49: The appointed auditor must not hold any position in the company such as a director, staff, employee, or any other functions in the company.

Article No. 50: The Company's auditor must be annually elected by the Annual General Shareowners' Meeting, and the Auditor whose tenure is completed can be re-elected to resume the position.

In the 54<sup>th</sup> Annual General Meeting 2019, Mr. Ekkasit Chuthamsatid and/or Miss Nittaya Chetchotiros and/or Mr. Thanit Osathalert, certified public accountants with registration No. 4195 and/or No. 4439 and/or No 5155 from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the year 2019 and the audit fee was approved at Baht 2,480,000.

For the year 2020, the Audit Committee has deemed appropriate, based on consideration of qualifications and experience, accounting standards, professional efficiency, accounting expertise, independence, work load as well as audit fees compared to those of listed companies at the same level, evidently qualified in compliance with the Company's Articles of Association, the Federation of Accounting Professions, the SEC and SET, to elect :

1. Mr. Ekkasit Chuthamsatid, Certified Public Accountant with registration No. 4195  
(Who signed in the Company's Financial Statements since 2017),
- and/or 2. Miss Nittaya Chetchotiros, Certified Public Accountant with registration No. 4439  
(Never signed in the Company's Financial Statements),
- and/or 3. Mr. Thanit Osathalert, Certified Public Accountant with registration No. 5155  
(Never signed in the Company's Financial Statements),

from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the year 2020 One of these three auditors shall be authorized to audit and sign in the Company's financial statements for the fourth time with the following remuneration:

	2020 (Proposed Year)	2019 (Previous Year)	(Unit : Baht) %
Annual auditing fee	2,275,000	2,075,000	109.64
Reviewing fee per quarter	420,000 (140,000*3)	405,000 (135,000*3)	103.70
Total	2,695,000	2,480,000	108.67
Other services	- none -	- none -	- none -

The audit fee has increased due to the fact that the workload in relation to reviewing the Company's Financial Statements has increased over this period due to changes in accounting standards, and it was agreed that the Annual General Meeting should also acknowledge the fees for the audits of subsidiary companies in 2020.

Subsidiary Company	Auditor	2020		2019
		(New) (Baht)	(Previous) (Baht)	(Baht)
1. (Previous) Amis Du Monde SARL  (New) Closed down and liquidation was completed	JYM Consultant  -	-	19,964 (600 Euro)	44,296 (1,200 Euro)
2. Canchana International	V Chartered Accountants Co., Ltd.	66,513 (2,200 USD)	66,513 (2,200 USD)	80,575 (2,500 USD)
3. WBRE Co., Ltd.	Mr. Ekkasit Chuthamsatid KPMG Phoomchai Audit Co., Ltd.	280,000	280,000	270,000
4. Thai Itokin Co., Ltd.	Mrs. Supreeya Saengudomlert Ms. Phachara Phacharawanit Thammakarn Accounting Office	140,000	140,000	140,000
Total		486,513	506,477	534,871

Amis Du Monde SARL was closed down with completed liquidation and the investment was paid back on July 10, 2020; therefore, auditing was not needed. As a result, 2020 audit fees for subsidiary companies of THB 486,513 was needed for only three companies.

Thai Itokin Co., Ltd., and Canchana International Co., Ltd. did not use the same auditor as the Company because:

- Thai Itokin Co., Ltd. was able to negotiate a better price from its original auditor, less expensive than other auditors.
- Canchana International Co., Ltd. is a foreign subsidiary and was able to negotiate a better price of the auditor, less expensive than the last year.

Additionally, among 7 other associated companies, Thai Secom Security Co., Ltd. use the same auditor(s) as ICC.

Despite the fact that a number of subsidiary and associated companies do not use the same auditor(s) as the Company, the Company is still able to provide management oversight to ensure that these companies prepare and complete their Financial Statements in the required time frame.

It is noted that the proposed auditors have no relation nor any gain or loss with the Company/Subsidiary Companies/ Executives/ Major Shareowners or the above related mentioned persons. Therefore, they are independent to audit and give their opinions to the Company's Financial Statements.

The President and Vice Executive Chairman gave a chance to shareowners for inquiry but none was raised.

The meeting approved this agenda as recommended by the Audit Committee to appoint Mr. Ekkasit Chuthamsatid, Certified Public Accountant with registration No. 4195, and/or Miss Nittaya Chetchotiros C.P.A. with registration No. 4439, and/or Mr. Thanit Osathalert C.P.A. with registration No. 5155 from the KPMG Phoomchai Audit Co., Ltd., to be the

Company's certified public accountants for the year 2020, including determination of the auditing remuneration as proposed, with unanimous vote of shareowners who attended the meeting and were eligible to vote.

Votes	Shareowners	Shares	% the number of shares at the meeting
- Approve	108	235,246,573	100
- Disapprove	0	0	0
- Abstain	0	0	0
- Void Ballots	0	0	0

Before entering the agenda 8

Attendance of the meeting	Attendees	Shareowners	Shares	Total Shares
New comers	0	0	0	
Total	55	108	235,246,573	290,633,730
		equivalent %	80.94	100

Agenda 8 To consider other matters.

No other matter was raised.

Afterward, the Chairman expressed his thanks to the President and Executive Chairman, the Company Secretary and all attending shareowners who have always given their good support to the Company. As no other matters were raised, the Chairman gave the closing statement.

The meeting adjourned at 02:40 p.m.

Boonkiet Chokwatana  
(Mr. Boonkiet Chokwatana)  
Chairman of the Meeting

Duangrudee Milintanggul  
(Mrs. Duangrudee Milintanggul)  
Company Secretary

Thamarat Chokwatana Surat Wongrattanapassorn  
(Mr. Thamarat Chokwatana) (Surat Wongrattanapassorn Ph.D)  
Directors

**Profile of the nominated person as the Company's Director, 1<sup>st</sup> place (Agenda 5)**

Name : Mr. Nophorn Bhongsvej Age : 74 Years Nationality : Thai  
 Education : - MBA (Economics), Oregon State University, U.S.A.  
 - Bachelor of Economics, University, of Oregon, U.S.A.  
 Director training course from : DAP #38/2005, DCP #71/2006  
 Thai Institute of Directors Association ACP #12/2006, ITG #12/2019  
 Position in I.C.C. International Plc. : Independent Director and Audit Committee Member  
 Date of appointment : 27 April 2015  
 Years in the position of Director : 6 Years  
 Years in total until end of this tenure : 9 Years  
 Type of Director to be nominated : Independent Director  
 Criteria/Selection Process : Consideration of qualifications and nominated by the Nomination Committee and the Board of Directors (details of which are prescribed on page 4 - 5 of the invitation letter to Annual General Meeting and page 122 - 123 of the 2020 Annual Report)



Ownership of Shares in the Company : - None -  
 (Including the shares owned by his spouse and children)

Tenure as Director/Executive in other corporate entities :

Listed Companies		Other business (non-listed companies)	Holding position in competing or similar / related business	Type of Business
No. of companies	Type of director/executive			
2	1. Audit Committee Chairman of Saha Pathana Inter-Holding Plc. 2. Audit Committee Chairman and Director of Remuneration & Nomination Committee of Sahacogen (Chonburi) Plc.	2	-None -	- None -

Expertise : Economics, Accounting, Business management and Corporate Governance

Performance in 2020 : 1. As a member of Audit Committee, he is engaged in auditing the credibility of quarterly and yearly of the company's financial statements prior to being reported to the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as auditing the related transaction.  
 2. Giving advices on the corporate good governance, internal audit system and risk management.

Meeting attendance in 2020 (Director period from April 2019 - April 2020)	Board of Directors (%)	Audit Committee (%)	Corporate Governance Committee (%)
Number of attendance / number of the meetings	11/12 (91.67%)	10/10 (100%)	8/8 (100%)



Qualifications: Fully qualified under the provisions of the Public Limited Companies Act B.E. 2535

Having/Not having any stake as indicated below with Company/ Principal Company/ Subsidiary/ Affiliated companies or major shareowner or person with controlling power of the Company at present or during the past 2 years.	
- Being/Not being an executive member involved in management of operations, staff, employees or being a consultant on salary basis	- No -
- Being/Not being a professional service provider (e.g. auditor, legal advisor)	- No -
- Having/Not Having a significant business relationship that may prevent him from performing duties independently (e.g. buying/ selling raw materials/ goods/ service, giving or receiving loans)	- None -
- Being/Not being a close relative of an executive or major shareowner of the Company/subsidiary companies.	- No -
- Being/Not being a director appointed to represent the Board of Directors of the Company, major shareowner, or shareowner related with the major shareowner of the Company.	- No -

**Profile of the nominated person as the Company's Director, 2<sup>nd</sup> place (Agenda 5)**

Name : Mrs. Kobsuk Saengsawad Age : 60 Years Nationality : Thai  
 Education : Bachelor of Law, Ramkhamhaeng University  
 Director training course from : DCP # 233/2017  
 Thai Institute of Directors Association  
 Position in I.C.C. International Plc. : Director  
 Date of appointment : 25 April 2016  
 Years in the position of Director : 5 years  
 Years in total until end of this tenure : 8 years  
 Type of Director nominated : Company Director



Criteria/Selection Process : Consideration of qualifications and nominated by the Nomination Committee and the Board of Directors (details of which are prescribed on page 4 - 5 of the invitation letter to Annual General Meeting and page 122 - 123 of the 2020 Annual Report)

Ownership of Shares in the Company : 1,420 shares representing 0.0005% (as of December 31, 2020)  
 (Including the shares owned by his spouse and children)

Tenure as Director/Executive in other corporate entities :

Listed Companies		Other business (non-listed companies)	Holding position in competing or similar / related business	Type of Business
No. of companies	Type of director/executive			
- None -	- None -	4	<u>Positions in related business</u> Director 1. Vira Law Office Co., Ltd. 2. Tiger Distribution & Logistics Co., Ltd.	Advising legal service Logistics Service

Expertise : Land Law, Labour Law and Tax Law

Performance in 2020 : 1. Participated in formulating the Company's policy, vision, mission, direction and business plans to promote sustainable corporate growth.  
 2. Provided useful advice to the Company's management.  
 3. Provided careful scrutiny of matters for submission to the Board of Directors.  
 4. Provided suggestions and comments which enhanced management efficiency.

Meeting attendance in 2020 (Director period from April 2019 - April 2020)	Board of Directors (%)
Number of attendance / number of the meetings	12/12 (100%)

Record of illegal offense : No record of criminal offence relating to property with dishonest motivation.  
 No record of entering into any transaction with conflict of interest to the Company in the previous year.

**Profile of the nominated person as the Company's Director, 3<sup>rd</sup> place (Agenda 5)**

Name : Surat Wongrattanapassorn, Ph.D. Age : 55 Years Nationality : Thai  
 Education : - Master of Engineering (Computer), Assumption University  
 - Ph.D. (Business Administration), Nova Southeastern University, U.S.A.



Director training course from : DCP # 233/2017, ITG # 3/2016  
 Thai Institute of Directors Association  
 Position in I.C.C. International Plc. : Director  
 Date of appointment : 23 January 2017  
 Years in the position of Director : 4 Years  
 Years in total until end of this tenure : 7 years  
 Type of Director to be nominated : Company Director  
 Criteria/Selection Process : Consideration of qualifications and nominated by the Nomination Committee and the Board of Directors (details of which are prescribed on page 4 - 5 of the invitation letter to Annual General Meeting and page 122 - 123 of the 2020 Annual Report)

Ownership of shares in the Company : 20,000 shares representing 0.007% (as of December 31, 2020)  
 (including the shares owned by spouse and children)

Tenure as Director/Executive in other corporate entities:

Listed Companies		Other business (non-listed companies)	Holding position in competing or similar / related business	Type of Business
No. of companies	Type of director/executive			
1	Director Pan Asia Footwear Plc.	4	<u>Positions in competing business</u> Director 1. Thai Itokin Co., Ltd. 2. WBHF Co., Ltd. 3. Eastern I.C.C. Co., Ltd. <u>Positions in related business</u> Director 4. Tiger Distribution & Logistics Co., Ltd.	Production and Distributor Garment both Retail and wholesale Health and beauty supplements Distributor Logistics Service

Expertise : Business management and Engineering (Computer)  
 Performance in 2020 : 1. Participated in formulating the Company's policy, vision, mission, direction and business plans to promote sustainable corporate growth.  
 2. Provided useful advice to the Company's management.  
 3. Provided careful scrutiny of matters for submission to the Board of Directors.  
 4. Provided suggestions and comments which enhanced management efficiency.

Meeting attendance in 2020 (Director period from April 2019 - April 2020)	Board of Directors (%)	Executive Committee (%)
Number of attendance / number of the meetings	12/12 (100%)	- Primary Meeting 21/21 (100%) - Secondary Meeting 20/23 (86.96%)

Record of illegal offense : No record of law breaking about wealth which is dishonest.  
 No record of being in conflict provided an interest of the company in the previous year.

**Profile of the nominated person as the Company's Director, 4<sup>th</sup> place (Agenda 5)**

Name : Mr. Viritpol Chaithavornsathien Age : 50 Years Nationality : Thai

Education : - M.B.A. Cleveland State University, U.S.A.

- Bachelor of Business Administration, University of Kentucky, U.S.A.

Director training course from : - None -

Thai Institute of Directors Association

Position in I.C.C. International Plc. : - None -

Date of appointment : - None -

Years in the position of Director : - None -

Years in total until end of this tenure : 3 years

Type of Director to be nominated : Company Director

Criteria/Selection Process : Consideration of qualifications and nominated by the Nomination Committee and the Board of Directors (details of which are prescribed on page 4 - 5 of the invitation letter to Annual General Meeting and page 122 - 123 of the 2020 Annual Report)

Ownership of Shares in the Company : - None -

(Including the shares owned by spouse and children)

Tenure as Director/Executive in other corporate entities:

Listed companies		Other businesses (non-listed companies)	Holding position in competing or similar / related business	Type of Business
No. of companies	Type of director/executive			
1	Managing Director of People's Garment Plc.	8	<u>Position in competing business</u> Chairman 1. Paknumpo Wattana Co., Ltd. Director 2. Can Co., Ltd. 3. Intersouth Co., Ltd. 4. Koraj Wattana Co., Ltd.	Distributor  Distributor Distributor Distributor

Expertise : Marketing and Business management

Performance in 2020 : - None -

Meeting attendance in 2020 (Director period from April 2019 - April 2020)	Board of Directors (%)	Executive Committee (%)
Number of attendance / number of the meetings	- None -	- Primary Meeting 15/21 (71.42%) - Secondary Meeting 14/23 (60.87%)

Record of illegal offense : No record of law breaking about wealth which is dishonest.

No record of being in conflict provided an interest of the company in the previous year.



### Definition of Independent Directors

Qualifications of independent directors of the company comply with the regulatory requirement of the Capital Market Supervisory Board. To summarize:

1. Owning not more than zero point five percent of all shares with voting right of the company, principal company, subsidiary companies, affiliated companies, major shareowners or persons with controlling power of the company, which shall include shareowning by related persons of that independent director.
2. Not being or having ever been a director with involvement in the company's management, a hired worker, a regular employee, an advisor with regular monthly payroll, or a person with controlling power of the company, the principal company, subsidiary companies, affiliated companies, subsidiary companies in the same link, a major shareowner, or a person with controlling power of the company, unless having vacated from said tenure for not less than two years before appointment as an independent director. The prohibited attributes, as referred to above, shall not include the cases where the independent director previously served as an advisor to a government agency, which is the major shareowner or person holding controlling power of the company.
3. Not holding blood relationship or relationship under legal registration as father, mother, spouse, sibling and offspring, including spouse of offspring of an executive, major shareowner, person holding controlling power, or person proposed as an executive or person holding controlling power of the company or subsidiary companies.
4. Not holding business relationship with the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, unless having vacated from said tenure for not less than two years before appointment as an independent director.

Business relationship as in first paragraph shall include the normal course of trading transaction for business undertaking, lease or grant of lease of immovable asset, transactions relating to asset or service, or grant or receipt of financial assistance through acceptance or grant of loans, guaranty, grant of asset as guaranty for loans, including other similar behavior, thus making the person applying for permission or a contract party liable to payment of debt to another party, from 3 percent of net tangible assets of the person applying for permission, or from Baht 20 million or over, whichever is lower. The calculation of debt burdens as referred to above shall comply with the valuation of connected transaction in compliance with the notification of the Capital Market Supervisory Board on the criteria of the connected transaction, with the respective differences having been considered (*mutatis mutandis*). However the consideration of the said debt burdens shall include the debt burden incurred within one year before having business relationship with the same person.

5. Not being or having ever been an auditor of the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, and not being a shareowner, with significant implication, person with controlling power or partner of the auditing company where the

auditors of the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company are working for, unless having vacated from the said tenure for not less than two years before appointment as an independent director.

6. Not being or having ever been a professional service provider, including a legal advisor or a financial advisor, with remuneration in excess of Baht 2 million per annum from the company, principal company, subsidiary companies, affiliated companies, major shareowner, or person holding controlling power of the company, and not being a shareowner, with significant implication, person with controlling power or partner of the said professional service provider, unless having vacated from the said tenure for not less than two years before appointment as an independent director.

7. Not being a director appointed as a representative of the Board of Directors, a major shareowner or a shareowner being a connected person of the major shareowner of the company.

8. Not undertaking a business with similar nature or significant competition with the business of the person applying for permission or a subsidiary companies, or not being a major partner of a partnership, or a director with involvement in management, a hired worker, an employee, an advisor with regular payroll, or owning shares more than 1 percent of all shares with voting right of other companies with similar business undertaking or significant competition with the business of the person applying for permission or subsidiary companies.

9. Not having any other characteristics that prevent the exertion of independent opinion concerning the company's business undertaking.

In cases where the Capital Market Supervisory Board announces any changes in the qualifications of the independent directors, the company's independent directors shall have qualifications in accordance with such changes.

After having been appointed as an independent director, with attributes as in the First to Ninth Paragraphs, an independent director may be assigned by the Board of Directors to take part in the collective decision making process of the company, principal company, subsidiary companies, affiliated companies, subsidiary company in the same link, major shareowner, or person holding controlling power of the company.



**Documents or evidence showing shareownership or his/her proxy entitled to the meeting and the meeting regulations**

Registration at the 56<sup>th</sup> Annual General Meeting 2021 of I.C.C. International Plc. shall be done by using barcode system. For your convenience, shareowners and proxies attending the meeting are requested to bring the Notice of Meeting (Registration Form with barcode) when attending the meeting.

**1. Documents or evidence showing an identity of the shareowner or a proxy attending the meeting**

**1. Ordinary person**

■ **Thai nationality or foreigner**

1. Shareowner attends the meeting by own self, please kindly bring the Notice of Meeting (Registration Form with barcode) (Enclosure 13) with duly filled and signed by the shareowner, and present to the officer for registration.

- Thai nationality should present I.D. card or Government official card.
- Foreigner should present a certificate of foreigner or a passport.

2. Authorize a proxy to attend the meeting

2.1 Proxy attending the meeting , please kindly bring the Notice of Meeting (Registration Form with barcode) (Enclosure 13) with duly filled and signed by the proxy, and present to the officer for registration.

- Proxy with Thai nationality should present I.D. card or Government official card.
- Foreigner proxy should present a certificate of foreigner or a passport.

2.2 A proxy form as attached (No. 9) with the invitation letter can be used. A proxy form stipulated by the Ministry of Commerce can also be used by choosing either Form A or B only. Such form can be downloaded from the Company's website (<http://www.icc.co.th>) with dully filled and signed by the shareowner and the proxy and send to the Company not less than one working day prior to the meeting. (The deadline is April 23<sup>rd</sup> , 2021)

**2. Juristic person**

■ **Juristic person registered in Thailand or other countries authorizes a proxy to attend the meeting**

1. Attending proxy can be used the same criteria as specified in 2.1
2. Proxy form can be used the same criteria as specified in 2.2

**3. In case shareowner is the foreign investor (ordinary and juristic person) who appoints a custodian in Thailand to act as a depository and authorizes a proxy to attend the meeting**

1. Attending proxy can be used the same criteria as specified in 2.1
2. A proxy form as attached (No.9) with the invitation letter can be used. Every proxy form stipulated by the Ministry of Commerce can also be used by choosing either Form A, Form B or Form C. Such form can be downloaded from the Company's website (<http://www.icc.co.th>) The form should be duly filled and signed by the shareowner and the proxy.

Documents attached with the proxy form are as follows :

- A) A power of attorney issued by the shareowner who authorizes a custodian to sign in the proxy form
- B) letter certifying that the undersigned person in the proxy form has been granted a permission to conduct the custodian business.

A proxy form together with documents A and B shall be sent to the Company not less than one working day prior to the meeting. (The deadline is April 23<sup>rd</sup> , 2021)

**2. Meeting regulations**

- 2.1 During the Annual General Meeting, a shareowner has the right to inquire and express an opinion in every agenda
- 2.2 Casting a vote shall be done in open manner
- 2.3 Vote counting shall be done on one-share-one-vote basis

The Profile of Independent Directors and Audit Committee proposed as a proxy for shareowners



Name - Surname : Thiraphong Vikitset Ph.D.

Position in the company : Independent Director and Audit Committee Chairman

Age : 75 Years

Nationality : Thai

address : 42/1 Cheur Pleung Road, Thung Mahamek Subdistrict,  
Sathorn District, Bangkok

Past experience : Administrative Positions held in the National Institute of Development  
Administration  
2001 - 2002 - Member NIDA Council  
1995 - 1997 - Member, Academic Council  
1986 - 1991 - Vice Rector for Academic Affairs  
1985 - 1986 - Dean, School of Development Economics  
1984 - 1985 - Associate Dean, School of Development Economics

Other notable experiences  
1986 - 1991 - Member of Subcommittee on Energy Policy Formulation  
1991 - Member, Subcommittee on Energy Planning for the 7<sup>th</sup>  
National Economic and Social Development Plan

Present position : - Professor, School of Development Economics, National Institute  
of Development Administration  
- Independent Director of Better Way (Thailand) Co., Ltd.  
- Independent Director and Member of Audit Committee of TPI  
Polene Power Plc.

Years in the position of Director : 21 Years

Gain and Loss in every agenda : - None -

Special interests are different from : - None -  
other directors in the agenda considered



Name - Surname : Mr. Amorn Asvanunt

Position : Independent Director and Audit Committee Member

Age : 73 Years

Nationality : Thai

address : 336 Soi Lard Prao 84, Lard Prao Road, Wang Thonglang  
Subdistrict, Wang Thonglang District, Bangkok

Experience : - Member of Audit Committee of Far East DDB Plc.  
- Member of Audit Committee of Sahacogen (Chonburi) Plc.  
- Member of Audit Committee of S&J International Enterprises Plc.  
- Director, Independent Director, Director of Risk Management  
Committee & Chairman of Nomination and Remuneration Committee  
of Krungthep Sophon Plc.  
- Independent Director of BNH Medical Center Co., Ltd.

Years in the position of Director : 40 Years

Gain and Loss in every agenda : - None -

Special interests are different from : - None -  
other directors in the agenda considered

The Profile of Independent Directors and Audit Committee proposed as a proxy for shareowners



**Name - Surname** : Anuchit Anuchitanukul Ph.D.  
**Position** : Independent Director and Audit Committee Member  
**Age** : 50 Years  
**Nationality** : Thai  
**address** : 209 KKP Tower, fl.16 Sukhumvit 21 Road (Asoke), Khlong Toei Nuea Subdistrict, Watthana District, Bangkok  
**Experience** : - Advisor to Chief Executive Office of Kiatnakin Phatra Financial Group  
 - Member of the Executive Committee of Kiatnakin Phatra Financial Group  
 - Director of Aksorn Education Public Company Limited  
 - Director of Bangchak Corporation Public Company Limited  
 - Director and Chairman of Audit Committee of Arkitektura Co., Ltd.  
**Years in the position of Director** : 9 Months  
**Gain and Loss in every agenda** : - None -  
**Special interests are different from other directors in the agenda considered** : - None -

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## The Company's Articles of Association Concerning the Annual General Meeting

### Shareowners' Meeting

Article 33 The Board of Directors shall summon an Annual General 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.

Article 34 In summoning a Shareowner Meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareowners for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other places as the Board of Directors may designate.

Article 35 The Board of Directors shall send the documents required by law to the shareowners together with a notice summoning an Annual General Meeting.

Article 36 At a Shareowner Meeting, there must be not less than twenty-five (25) shareowners and proxies (if any) present or not less than one half (1/2) of the total number of shareowners holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

- Article 37 At any Shareowners' Meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareowners present at the meeting remains inadequate to form a quorum as specified in Article 36 and if such shareowners' meeting was called at the request of the shareowners, such meeting shall be cancelled. If such meeting was not called at the request of the shareowners, the meeting shall be summoned once again and the notice summoning such meeting shall be served to the shareowners not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.
- Article 38 The Chairman of the Board of Directors shall be the Chairman of the Shareowners' Meetings. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice Chairman or if there is but such Vice Chairman cannot perform his or her duties, the shareowners present at the meeting shall elect one shareowner to be the Chairman of the meeting.
- Article 39 The Chairman of a Shareowners' Meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meetings. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2/3) of the number of shareowners present at the meeting.
- Upon completion of consideration under paragraph one, the shareowners holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.
- In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareowners under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareowners not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.
- Article 40 Every shareowner is entitled to attend a Shareowners' Meeting held any time whatsoever.
- Article 44 The affairs to be carried out by the annual general meeting are as follows.
1. Review on the operations of the Company in the previous year ;
  2. Approval of the balance sheet and the statement of profit and loss ;
  3. Appropriation of profits ;
  4. Election of new directors to replace retiring directors ;
  5. Appointment of auditor and the fixing of an auditing fee ;
  6. Other matters.

Authorization of proxy to attend the Annual General Meeting and Shareowners' rights to vote.

Article 41 The shareowners may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designated by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

Article 42 Any shareowner having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors.

If there is a tie vote, the Chairman of the meeting shall have a casting vote.

Article 43 In casting a vote, one share is equal to one vote.

A resolution of the Shareowners' Meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareowners present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of the shareowners present at the meeting and entitled to vote is required.
  - a. the sale or transfer of the whole or material parts of the business of the Company to other persons ;
  - b. the purchase or acceptance of transfer of the business of other companies or private companies by the Company ;
  - c. the conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing ;
  - d. the amendment of the Memorandum or Articles of Association of the Company ;
  - e. the increase and reduction of a capital or issuance of debentures of the Company ;
  - f. the amalgamation or dissolution of the Company.

Dividend Payment

Article 55 No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of the Shareowners' Meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareowners and such notice shall also be published in a newspaper for three (3) consecutive days.

Article 57 The Board of Directors may distribute the interim dividends to the shareowners from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareowners at the next Shareowners' Meeting.



Article 58 The Company shall allot at least one–twentieth (1/20) of its annual net profit less the accumulated loss brought forward to a reserve fund until such reserve fund attains the amount of one - tenth (1/10) of the registered capital.

After being approved by a resolution of the shareowners' meeting, the company may transfer other reserve funds, the statutory reserve and the capital reserve in excess of par value to compensate for accumulated losses of the company respectively.

Qualification, Election and office Term of Directors.

Article 18 The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice Chairmen of the Board. The Vice Chairmen shall have the duties pursuant hereto with respect to the affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

Article 19 The directors shall be ordinary persons and shall

1. be sui juris ;
2. not be bankrupt, incompetent or quasi-incompetent ;
3. have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent ;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

Article 20 The directors shall be elected at the Shareowners' Meeting in accordance with the following rules and procedures :

1. A shareowner shall have one vote for one share.
2. Each shareowner must exercise all of the votes he or she has under 1. to elect one or several persons to be a director or directors and must not allot his or her votes to any person in any number.
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the Shareowners' Meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the Shareowners' Meeting to be exceeded in such election, the Chairman shall have a casting vote.

Article 21 At every General Meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided evenly into three (3) parts, the nearest number to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors holding office the longest shall retire.

A director who retires from office may be re-elected.

Article 25 The Shareowners' Meeting may pass a resolution removing any director from office prior to retirement by the votes of not less than three-fourths (3/4) of the number of shareowners present at the meeting and entitled to vote and representing the total shares of not less than half of the number of shares held by the shareowners present at the meeting and entitled to vote.

Article 30 No director shall engage in a business which has the same nature as and is in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business is undertaken for his or her or other persons' benefits unless he or she had notified the Shareowners' Meeting thereof prior to the resolution for his or her appointment was passed.

**Remuneration of the Board of Directors.**

Article 32 No payment of money or other property shall be made or given by the Company to a director except a remuneration pursuant to his or her right and such other compensations as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, insurance, premium, gratuition, annuity, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the director as a staff or employee of the Company.

**Qualification, Election, Remuneration of auditor and his/her attendance to the Annual General Meeting**

Article 49 An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

Article 50 An auditor shall be elected annually by the Annual General Meeting. A retiring auditor may be re-elected.

Article 51 A remuneration of an auditor shall be determined by the Shareowners' Meeting.

Article 54 An auditor has the duty to attend every Shareowners' Meeting of the Company in which the balance sheet and statement of profit and loss and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareowners. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareowners in every Shareowners' Meeting.

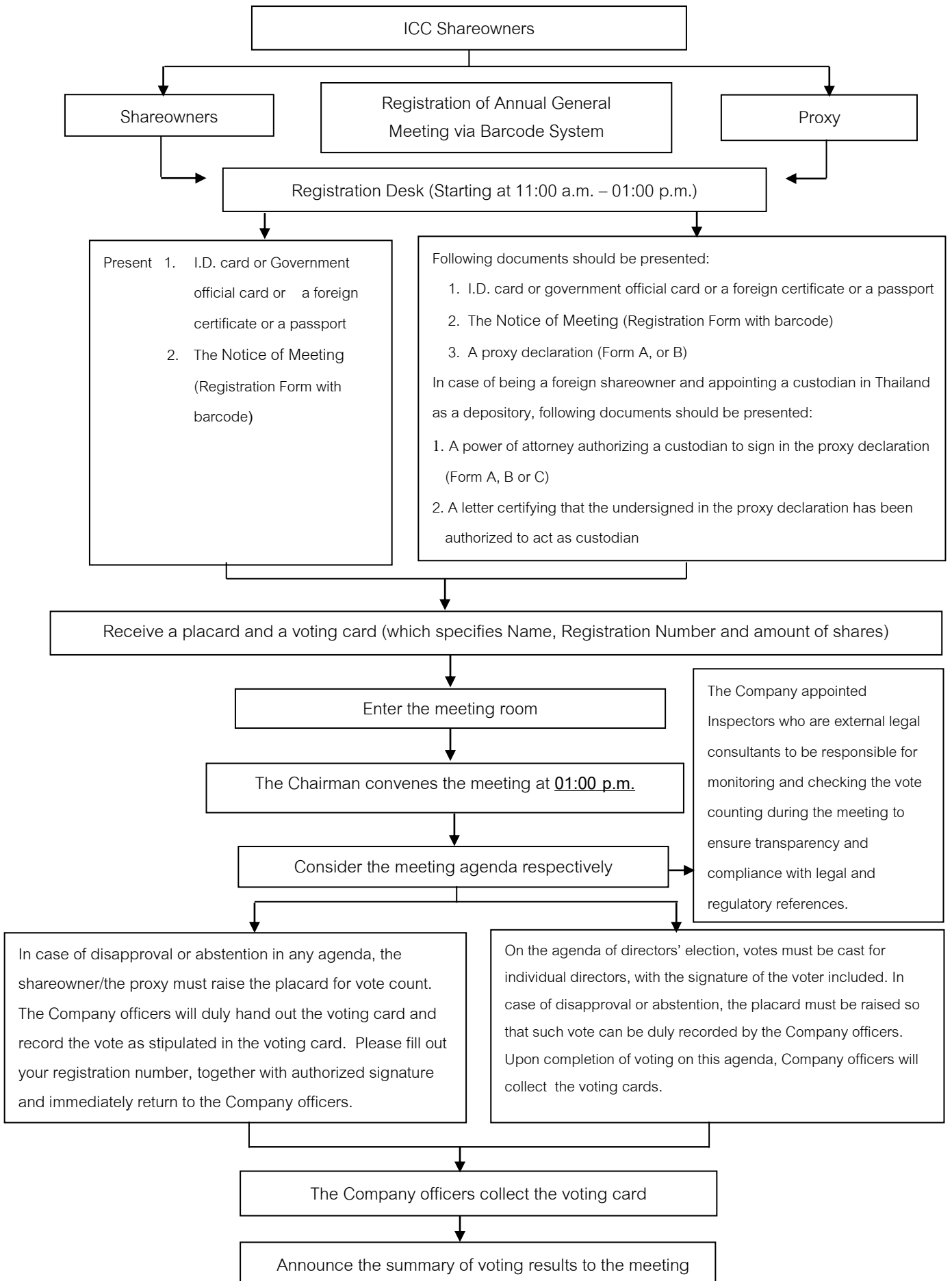
\_\_\_\_\_ ○ \_\_\_\_\_

**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

The Process of Registration for the 56<sup>th</sup> Annual General Meeting 2021

I.C.C. International Public Company Limited

Monday, April 26<sup>th</sup>, 2021



Duty  
Stamp  
20 Baht

PROXY FORM B (SPECIFIC DETAILS FORM)  
Appendix to the Announcement of Department of Business Development  
Re: Determining the Proxy Form (No. 5) B.E. 2550

Enclosure 9

This English translation does not carry any legal authority. Only the original text in Thai has legal force.

Shareowner registration No. \_\_\_\_\_ Made at \_\_\_\_\_  
Date \_\_\_\_\_Month\_\_\_\_\_Year\_\_\_\_\_

(1) I / We \_\_\_\_\_Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareowner of I.C.C. International Public Company Limited  
owning the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_votes as follows;  
 ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
 preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) Hereby appoint either one of the following persons:

(1) \_\_\_\_\_Age \_\_\_\_\_ Years  
Residing at No. \_\_\_\_\_Road \_\_\_\_\_ Subdistrict \_\_\_\_\_  
District \_\_\_\_\_Province \_\_\_\_\_ Postal Code \_\_\_\_\_ OR

(2) \_\_\_\_\_ Thiraphong Vikitset Ph.D. \_\_\_\_\_Age \_\_\_\_\_75\_\_\_\_\_ Years  
Residing at No. \_\_\_\_\_42/1\_\_\_\_\_Road \_\_\_\_\_ Cheur Pleung \_\_\_\_\_Subdistrict \_\_\_\_\_ Thung Mahamek \_\_\_\_\_  
District \_\_\_\_\_Sathorn\_\_\_\_\_Province \_\_\_\_\_Bangkok\_\_\_\_\_Postal Code ...10120\_\_\_\_\_ OR

(3) \_\_\_\_\_ Amorn Asvanunt \_\_\_\_\_ Age \_\_\_\_\_73\_\_\_\_\_ Years  
Residing at No. \_\_\_\_\_336 Soi Lard Prao 84\_\_\_\_\_Road \_\_\_\_\_ Prao Road \_\_\_\_\_ Subdistrict . Wang Thonglang \_\_\_\_\_  
District \_\_\_\_\_ Wang Thonglang \_\_\_\_\_Province \_\_\_\_\_ Bangkok \_\_\_\_\_Postal Code ... 10240\_\_\_\_\_ OR

(4) \_\_\_\_\_ Anuchit Anuchitanukul Ph.D. \_\_\_\_\_ Age \_\_\_\_\_50\_\_\_\_\_ Years  
Residing at No. \_\_\_\_\_209 KKP Tower, fl.16\_\_\_\_\_Road \_\_\_\_\_ Sukhumvit 21 Road (Asoke)\_\_\_\_\_Subdistrict \_\_\_\_\_ Khlong Toei Nuea \_\_\_\_\_  
District \_\_\_\_\_ Watthana \_\_\_\_\_Province \_\_\_\_\_ Bangkok \_\_\_\_\_Postal Code \_\_\_\_\_10110\_\_\_\_\_ OR

as only one of my / our proxy to attend and vote on my / our behalf at the 56<sup>th</sup> Annual General Meeting 2021, to be held on April 26<sup>th</sup>, 2021 at 01:00 p.m. at Chao Phraya Room No. 2, the 3<sup>rd</sup> floor of Montien Riverside Hotel, 372 Rama III Road, Bangkok Subdistrict, Bangkok District, Bangkok 10120, or at any adjournment thereof to any other date, time and place.

(4) I / We hereby authorize the proxy to vote on my / our behalf in this meeting as follows:

- Agenda 1 Subject: To certify the previous minutes of the 55<sup>th</sup> Annual General Meeting in 2020, held on August 3<sup>rd</sup>, 2020.
- (a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my / our behalf as follows :
  - Approve
  - Disapprove
  - Abstain

Agenda 2 Subject: To acknowledge the annual reports of the Board of Directors and the 2020 business performance published in the 2020 annual report.

- Agenda 3 Subject: To consider for approval on the Financial Statements and Reports of the auditor as of December 31<sup>st</sup>, 2020.
- (a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my / our behalf as follows :
  - Approve
  - Disapprove
  - Abstain

**Agenda 4 Subject: To consider for approval of the appropriation of the Company's earnings.**

**4.1 Annual dividend in 2020**

- (a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my / our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**4.2 Statutory Reserve**

- (a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my / our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 5 Subject: To consider and elect directors to replace the directors who resigned in due course.**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my/our behalf as follows:
  - Approve the election of certain directors as follows:**

Name of Director Mr. Nophorn Bhongsvej

- Approve
- Disapprove
- Abstain

Name of Director Mrs. Kobsuk Saengsawad

- Approve
- Disapprove
- Abstain

Name of Director Surat Wongrattanapassom Ph.D.

- Approve
- Disapprove
- Abstain

Name of Director Mr. Viritpol Chaithavornsathien

- Approve
- Disapprove
- Abstain

Name of Director .....

- Approve
- Disapprove
- Abstain

Name of Director .....

- Approve
- Disapprove
- Abstain

Name of Director .....

- Approve
- Disapprove
- Abstain



- Agenda 6 Subject: To approve the directors' remuneration.
- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my/our behalf as follows :
  - Approve
  - Disapprove
  - Abstain

- Agenda 7 Subject: To consider the appointment of auditor and approve the audit fee.
- (a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my/our behalf as follows :
  - Approve
  - Disapprove
  - Abstain

- Agenda 8 Subject: To consider other matters (If any).
- (a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.
- (b) The proxy shall vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

- (5) Vote by a proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be my / our vote as the shareowner.
- (6) If I / we do not specify or clearly specify my / our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts or statements, the proxy shall be authorized to consider the matters and vote on my / our behalf as the proxy deems appropriate.

For any act performed by the proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signature .....The Grantor  
( )

Signature .....The Proxy  
( )

Signature .....The Proxy  
( )

Signature .....The Proxy  
( )

**Remarks:**

1. The shareowner appointing a proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. Regarding the agenda: "Election of Directors", the entire board of directors or certain directors can be elected.
3. In case there are agenda items other than the ones specified above, the additional statement can be specified by the proxy in the Regular Continued Proxy Form B as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the shareowner of I.C.C. International Public Company Limited.

For the 56<sup>th</sup> Annual General Meeting 2021, to be held on April 26<sup>th</sup>, 2021 at 01:00 p.m. at Chao Phraya Room No. 2, the 3<sup>rd</sup> floor of Montien Riverside Hotel, 372 Rama III Road, Bangkok Subdistrict, Bangkok District, Bangkok 10120, or at any adjournment thereof to any other date, time and place.

.....

Agenda No. : Subject .....

(a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.

(b) The proxy shall vote on my / our behalf as follows :

Approve  Disapprove  Abstain

Agenda No. : Subject .....

(a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.

(b) The proxy shall vote on my / our behalf as follows :

Approve  Disapprove  Abstain

Agenda No. : Subject .....

(a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.

(b) The proxy shall vote on my / our behalf as follows :

Approve  Disapprove  Abstain

Agenda No. : Subject .....

(a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.

(b) The proxy shall vote on my / our behalf as follows :

Approve  Disapprove  Abstain

Agenda No. : Subject .....

(a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.

(b) The proxy shall vote on my / our behalf as follows :

Approve  Disapprove  Abstain

Agenda No. : Subject .....

(a) The proxy may consider the matters and vote on my / our behalf as the proxy deems appropriate in all respects.

(b) The proxy shall vote on my / our behalf as follows :

Approve  Disapprove  Abstain

### How to Download Annual Report 2020 and Annual General Meeting 2021's Supporting Documents with QR Code

Annual Report 2020 and the Invitation to the Annual General Meeting 2021 (Full Version) with its enclosures will be sent to the shareowners in the form of QR Code which appears on the Notice of Meeting (Short Version) that was previously sent to the shareowners.

The Thailand Securities Depository Co. Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareowners documents regarding the Annual General Meeting 2021 and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareowners can download the aforementioned documents from the QR Code by following the steps below.

#### For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

#### For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

#### How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

Hard Copy of the 2020 Annual Report Requested Form

If any shareowner wishes to receive hard copy of the 2020 Annual Report, please fill in this form and returning it to the Company as following details;

Mrs. Thanyaluck Wattanakularoj  
Office of the Secretary to the Board  
I.C.C. International Public Company Limited  
530 Soi Sathupradit 58, Bangpongpan,  
Yannawa, Bangkok 10120

Or Tel. : 0-2295-0688

Or E-mail : [iccset@icc.co.th](mailto:iccset@icc.co.th)

The Company will then send you the hard copy of the requested report.

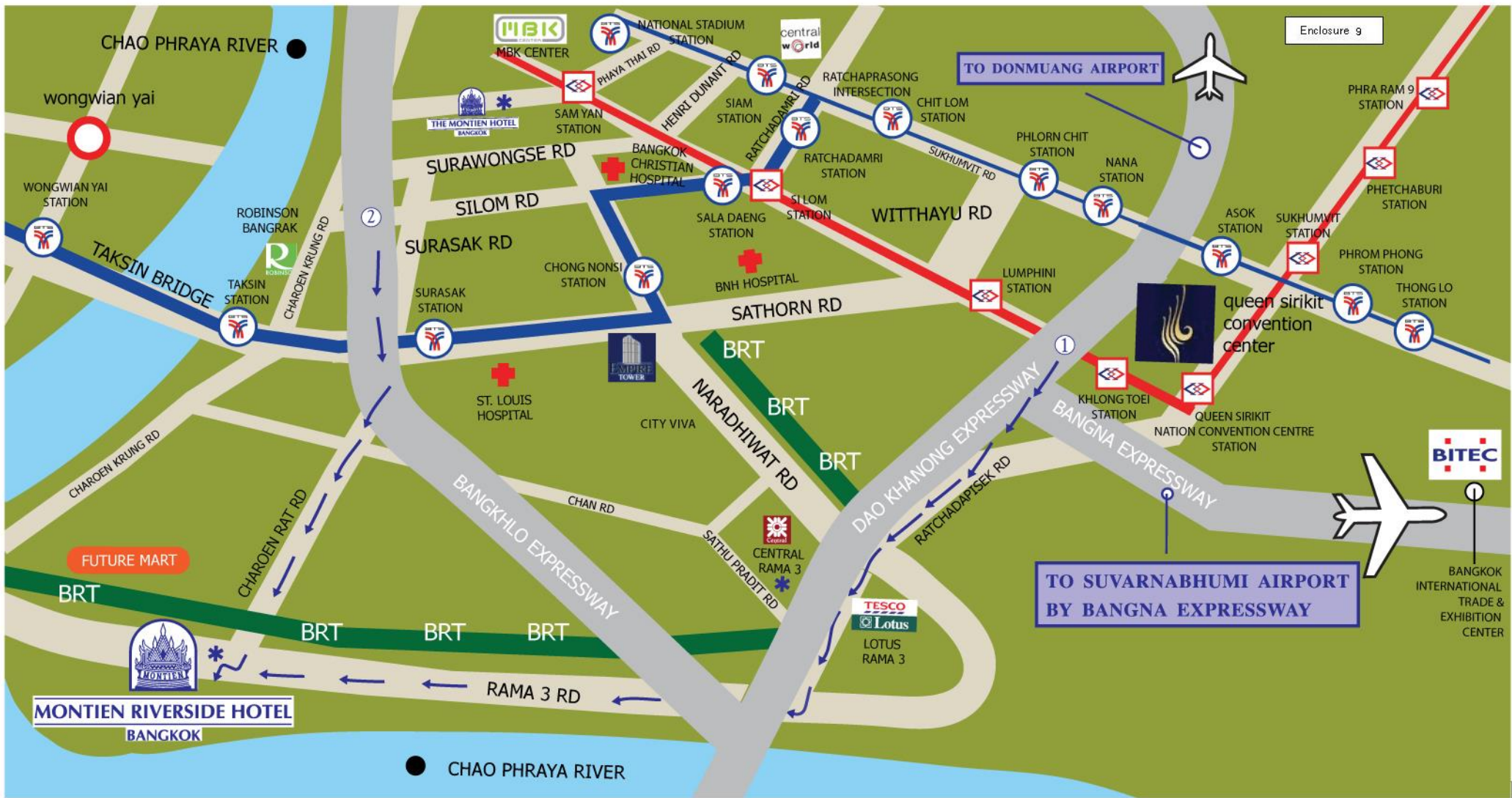
Name (Elaborate Handwriting) \_\_\_\_\_

Address \_\_\_\_\_

Contact Person : \_\_\_\_\_

Tel \_\_\_\_\_ E-mail : \_\_\_\_\_

Enclosure 9



- ① Exit **SATHU PRADIT** then go straight and **turn right** at **RAMA 3 ROAD**, the hotel is 1Km. away on the left handside.
- ② Exit **CHAN ROAD** into Charoenrat Road (Nua-Tai) then go straight and **turn right** at **RAMA 3 ROAD**, stay on the left lane to turn left into the hotel. If you miss **CHAN ROAD** you must exit **BANG KHLO EXIT**, **turn right** at Rama 3 Road, the hotel is 1Km. away on the left handside.
- \* **Shuttle bus** to Central Department Store Rama 3, Montien Bangkok and Sky Train Stations : Taksin, Surasak.
- System (BTS) Sky Train Station MRT
- BRT Station Expressway