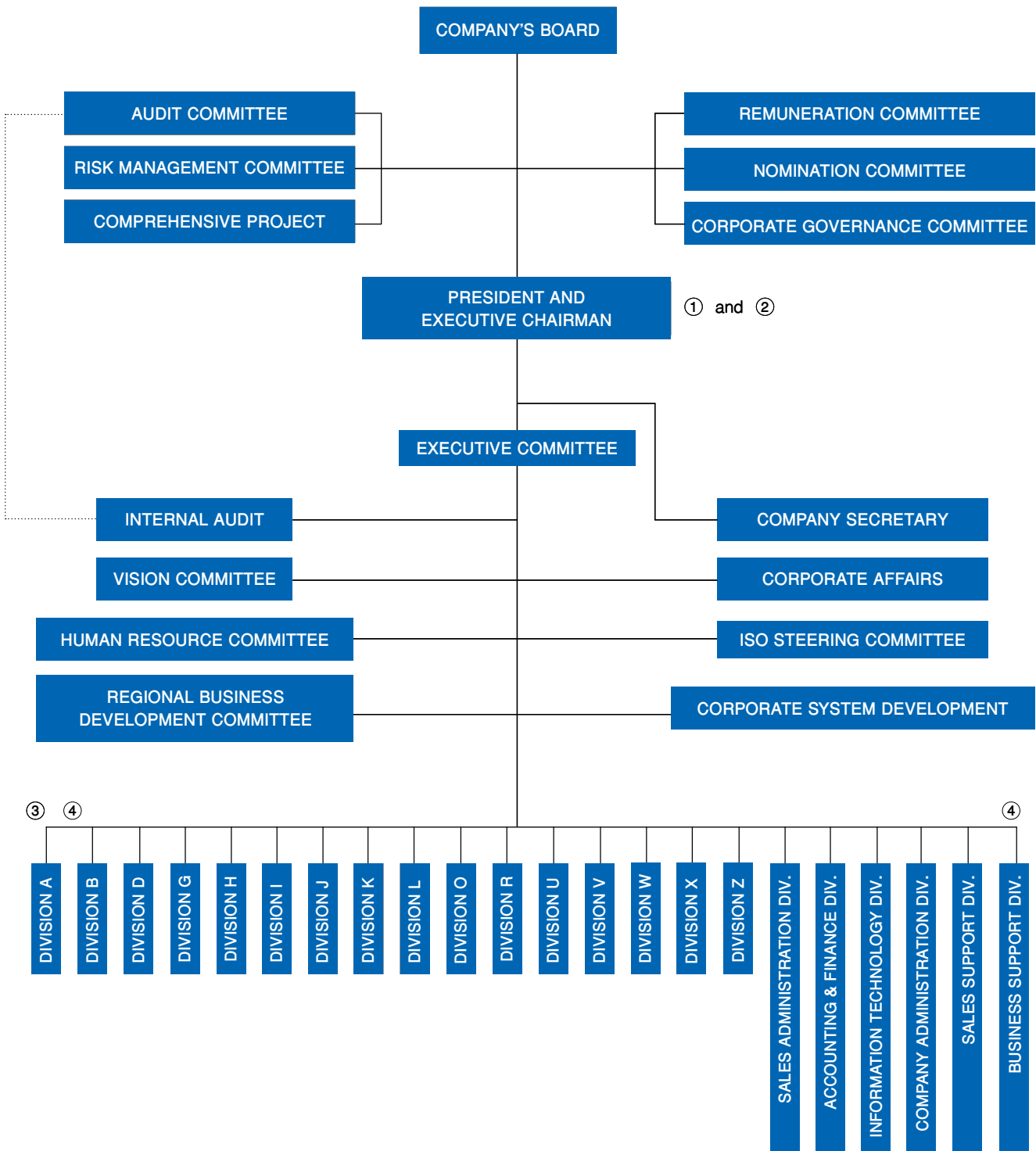


7. Corporate Governance Structure and Significant Information Related to the Board of Directors, Subcommittees, Executives, Employees and Others

7.1 Corporate Governance Structure

The Company strives for sustainable development in all dimensions by assigning duties and responsibilities based on the corporate organizational structure of December 31, 2022 which is publicized on the company website <http://www.icc.co.th>



①-④ Company's executives as announced by The Securities and Exchange Commission (SEC)

7.2 Information on the Board of Directors

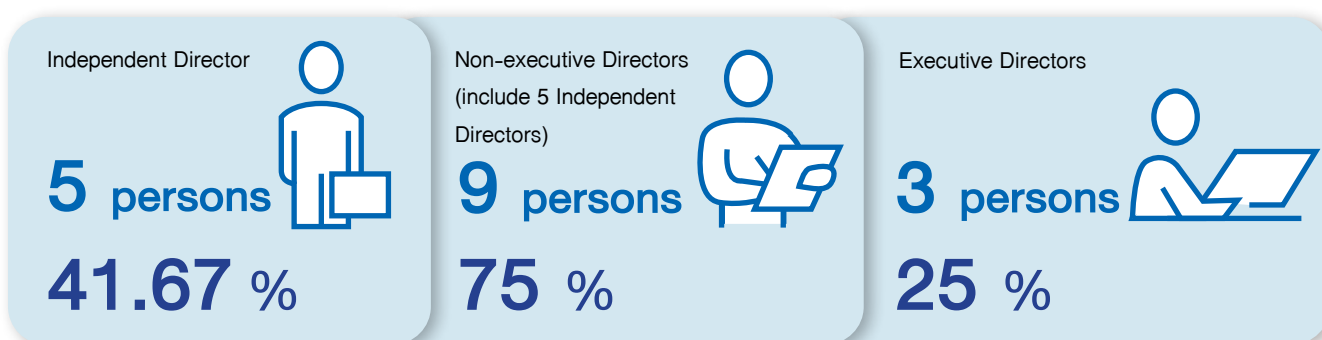
7.2.1 The Board of Directors and the total number of directors

The Company appoints no less than 5 Directors (in compliance with the Public Company Act) to be on the Board with the following qualifications:

1. Is a natural person (non-juristic person)
2. Has attained legal age
3. Not being bankrupt, incompetent or quasi-incompetent
4. Has never served any prison term by a final judgment of a court for misconduct from fraudulent acquisition
5. Has never been expelled or dismissed from the civil service or from government organizations or agencies for fraud.

The Company's Board of Directors, as of December 31, 2022, consists of 12 members as follows:

The Board of Directors



8 persons



66.67 %



4 persons



33.33 %

The Directors of the Company are appointed and must possess the complete qualifications as well as do not possess any disqualifications as specified by the Public Company Act and the Stock Exchange of Thailand. Directors must possess the knowledge, capabilities, extensive expertise, and experience that will be genuinely beneficial for the Company. They must also possess the dedication and be able to devote much time in genuinely discharging their required duties in accordance with their assigned responsibilities together with leadership skills and wide vision. They must also be a person with good moral and ethical standards and have a good track record.

The Board of Directors has prescribed its structure as comprising persons having a diverse range of knowledge (Board Diversity), capabilities and experiences, whether in management, marketing, law and/or finance, without limitation to gender, and having the qualifications required by law.

The Board of Directors consists of 5 independent directors, or 41.67% of the entire Board which is more than the stipulated standard (one-third or 33.33%) by the Capital Market Supervisory Board.

The Board of Directors consists of 4 independent audit directors with duties and responsibilities as stipulated by regulations of the Stock Exchange of Thailand with knowledge and experience in auditing the credibility of financial statement, including other duties as being concurrently on the Audit Committee.

Corporate Governance Structure and Significant Information Related to the Board of Directors

The structure of Board of Directors and corporate administration has been established with an audit practice and appropriate balance of power of non-executive directors. There are non-executive directors, or 75% of the entire Board which is more than the stipulated standard (more than 66%) by the Capital Market Supervisory Board.

Furthermore, there are 4 directors on the Board who are non-executive directors with related business experience.

The Board of Directors consists of 4 female directors, or 33.33% of the entire Board which is more than the stipulated standard (at least 30%) by the Capital Market Supervisory Board.

The Chairman of the Board of the Company is not an executive and is not the same person as the President and Executive Chairman (CEO), whereby there is a clear separation of power and roles between Board of Directors and the Management. Additionally, the Chairman of the Board also encourages every Directors to debate and discuss as well as freely and fully express their opinions in Board Meetings by allowing adequate time.

7.2.2 The information on each director and controlling person

The structure of Board of Directors consists of 7 Committees as follow:

Name	Office period of company's Directors (end Dec 31, 22) (Year)	Board of Directors (BOD)	Audit Committee (AC)	Remuneration Committee (RC)	Nomination Committee (NC)	Risk Management Committee (RMC)	Corporate Governance and Sustainable Development Committee (CG)	Executive Committee (EC)
1. Boonsithi Chokwatana					√			
2. Manu Leelanuwatana					√			
3. Boonkiet Chokwatana	49	Chairman		Chairman	√			
4. Thamarat Chokwatana	23	President and Executive Chairman		√	Chairman	√		President and Executive Chairman
5. Thiraphong Vikitset Ph.D.	23	√	Chairman					
6. Amorn Asvanunt *	42	√	√			Chairman		
7. Nophorn Bhongsvej	8	√	√				Chairman	
8. Anuchit Anuchitanukul Ph.D.	3	√	√					
9. Nualphan Lamsam	3 Months	√						
10. Somphol Chaisiroj	14	√		√	√	√	√	Vice President Company Administration Div.
11. Munchusa Terapongpipat	7	√						
12. Kobsuk Sangsawad	7	√						
13. Surat Wongrattanapassorn Ph.D.	6	√					√	
14. Chailada Tantivejakul	4	√						
15. Ramida Russell Maneesatien								Vice President Div. B
16. Viritpol Chaithavornsathien						√		Vice President Div. I
17. Nonglaks Techaboonanek								Vice President Div. O
18. Nattapat Petchratanaporn							√	Vice President Sales Administration Div.
19. Yothin Suvannakate						√		Vice President Business Support Division and Second Vice President Information Technology Division
20. Yauwaluk Namakorn						√		
21. Duangrudee Milintanggul						√	√	
Total		12	4	3	5	7	5	7

Note : 1. Directors and executives are no record of illegal offense and no record of criminal offence
2. *Independent audit director with knowledge and experience in auditing the credibility of financial statement
9 was promoted to be a Director 14 October 2022
16 is no longer a Director since 13 October 2022

The Authority of Board of Directors

Two out of the following seven directors shall co-sign and affix the company's common seal :

- | | |
|-----------------|--------------------------|
| 1. Mr. Boonkiet | Chokwatana |
| 2. Mr. Thamarat | Chokwatana |
| 3. Mr. Somphol | Chaisiroj |
| 4. Ms. Munchusa | Terapongpipat |
| 5. Mrs. Kobsuk | Sangsawad |
| 6. Surat | Wongrattanapassorn Ph.D. |

All directors and management have no disqualified characteristics and no criminal records.

Company Secretary: Mrs. Duangrudee Milintanggul

Selection Process of Directors

The Board of Directors appoints the Nomination Committee to recruit and scrutinize qualified candidates through a clear and transparent selection process. The Nomination Committee is responsible for vetting candidates, with diverse knowledge and capabilities, by adopting the Board Skill Matrix as the criteria in considering the qualifications of the director to be selected, taking into consideration required skillset currently lacking in the Board of Directors and correlation with set business strategies, and giving due attention to knowledge and expertise, ability, and appropriate experiences of the individual candidates. The nomination list is then submitted to the Board of Directors' for consideration.

Term for company directors

The term for company directors is in accordance with company articles of association and Charter for The Board of Directors as follows:

1. At each annual shareholders' general meeting, one-third of the sitting directors are required to retire from directors, whereas if the number of directors cannot be divided into 3 equal portions, the closest to such number shall apply. Retiring directors are eligible for re-election. At present, The Board of Directors had 12 members, therefore each director shall have a 3-year term.
2. Apart from retiring upon term completion, the company director shall also be relieved of his/her position upon resignation or death or having disqualifications as prohibited by laws or the resolution adopted by the shareholders' meeting to remove that person from the position, or court ruling remove that person from the position.
3. In the case where the position of Board member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, The Board of Directors are required to appoint other persons having full qualifications to succeed in that position. In such case, the newly-appointed Board member may only serve out the term remaining for the person he/she succeeds.
4. The company director resigning from the position before term completion is required to submit his/her resignation letter to the company, with such resignation coming into effect on the date of said submission.
5. The shareholders' meeting may vote for any of director to be out before retiring upon term completion, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

7.2.3 Information related to the roles and duties of the Board of Directors to ensure control

The Board of Directors, consisting of knowledgeable, capable, and diversely-experienced individuals, with expertise that benefit the Company. The Board possesses full understanding of their role, obligations, responsibility and leadership, including in terms of defining a clear vision for the company. They have complete independence in expressing their opinions and decision-making, so as to ensure business is conducted in order to achieve company objectives which optimize benefits to the company and shareowners. The Board of Director administrates the company by defining corporate Vision / Mission, Objectives, Strategies, Execution plans including annual financial plans in order to achieve the set targets. Good corporate governance is also used as a business management tool to increase added value to the business and shareowners.

The Company's Board of Directors monitors administrative performance of the Management team through a policy that assesses progress of work and the Company's business performance, as well as the share ownership of Directors and executives, all of which is to be reported to the Board meeting on a monthly basis. At the same time, it is also incumbent on the Board of Directors to approve the following year's corporate vision/mission, targets, strategies, plans and budget.

The Board and corporate management have performed their duties in the best interests of the company and shareowners under the current well-defined, balanced and auditable administrative structure.

The Board of Directors has clearly determined duties and responsibility of all subcommittees. The Chief Officer and Chairman of the Executive Committee as a head of the Management are appointed by the Board of Directors to supervise business operation and administration and performance of the Company to accomplish corporate objectives, targets and to conform with the policy set forth by the Board of Directors.

In the past year, there was no record stating that the Company :

- Not commit an offense or violate the law.
- An act which is severely against the regulation.
- Committed an offense or being accused or proceeded for civil offense by SEC or SET or NACC for corruption offense.
- Committed an ethical offense.
- An Independent Director or Non-Executive Director resigned due to the corporate governance issue, or the entire board of the Audit Committee or Independent Committee resigned.
- There is a case concerning negative reputation of the Company due to the failure to supervise and oversee of the Board of Directors.
- Violation of rules and regulations of the regulatory authorities

Duties and Responsibilities of Board of Directors

- Operational Authority

1. To consider and appoint the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee, the Corporate Governance and Sustainable Development Committee and determine their authorization.

2. To appoint, remove, and delegate authority to the advisors of the Board of Directors, committees and other parties for further actions.

3. To approve borrowing of more than Baht 50 million and issuance of debentures for use as the company's working capital.

4. To approve the granting / revoking of loans of more than Baht 50 million.

5. To approve the purchase / revocation / sale of assets, investment capitals and expenditure in the amount of more than Baht 50 million.

6. To approve the granting / revoking of liability guaranty to individuals / companies for the amount of more than baht 50 million.

7. To approve investment policies for investing in other companies for the amount of more than Baht 50 million.

8. To approve the renovation, demolition, retirement of fixed and intangible assets which are no longer in use, defective, lost, destroyed, deteriorated or so outdated as to be useless of which the total book value exceeds Baht 50 million.

9. To approve price adjustment and destruction of raw materials and/or deteriorated or outdated stock rendering reduced book value of the amount exceeding Baht 50 million.

10. To consider entering into any connected transactions.

11. To initiate civil or criminal litigation, submit a request for judicial arbitration of disputes, to petition an inquiry by competent authorities, to file charges against an offender of the company for legal proceedings under the Criminal Code, and to delegate power of attorney to any party to act on behalf of the company, which shall include the power to revoke the petitions, to settle any dispute, and to accept compensation for the company, as well as to appoint legal counsel to pursue litigation or submit testimony in all courts on behalf of the company until the final court proceedings for any cases, both in the regular and irregular courses of business.

In the event that is necessary to take urgent action, the Managing Director is authorized to approve such matter; and report to the next meeting of the Board of Directors.

12. All power of the Company's Board of Directors relating to acquisition or disposition of assets and entering into connected transactions must be in compliance with the notifications of the Capital Market Supervisory Board.

13. To propose a capital increase / decrease, change in share value, amendment of the Memorandum of Association, Articles of Association, and / or objectives of the company to the General Shareowners' Meeting.

14. To approve the establishment, merger or liquidation of subsidiary companies.

15. To approve the non-financial legal act of more than Baht 50 million.

16. To approve the obtaining or canceling of credit limits of more than Baht 50 million.

17. To delegate authority to the Management, executives of the company or any other party to act on behalf of the Board.

18. To invite the Management, executives and employees of the company involved in any particular issues to provide explanation and comments, or to attend the Meeting, or to provide any relevant documents as necessary.

19. To seek advice and consultation from experts or advisors of the company (if any), or to commission an external advisor or expert as necessary at the expenses of the company.

20. To appoint and remove the Secretary of the company.

- Duties and Responsibilities

1. To carry out corporate operation in accordance and compliance with the law and regulations of the Securities and Exchange Commission and of the Stock Exchange of Thailand, the company's objectives and Articles of Association, and with the resolutions of the shareowners' meetings.

2. To act responsibly and consistently on behalf of the shareowners.

- To run the business for the best interest of the shareowners.
- To disclose accurate, complete, up-to-standard and reliable information.
- To report company's operation with correct, complete and up-to-date content.
- To allocate appropriate and worthwhile returns on investment for shareowners.

3. To set corporate policies and direction, to supervise and control corporate operation efficiently and effectively in accordance with the set policies so as to optimize economic value to the business and wealth to the shareowners.

4. To control corporate operation on a consistent and continuous basis, as well as follow up on related contract obligation and liability.

5. To approve the annual business plan and budget, and to supervise efficient and effective actions by the Management in compliance with the regulatory requirements, policies and plans as specified.

6. To promote the formulation of a corporate governance policy, code of conduct, and code of business conduct in writing, for pursuance by the Board of Directors, executives and employees of the company in any business undertakings; and to supervise subsequent actions closely.

7. To set up policy and system that encourage effective anti-corruption in order to ensure that the management is well-aware of the importance of the anti-corruption, and to instill them until they become corporate culture.

8. To adopt the sufficient and appropriate internal control system for assuring that all transactions have been conducted under legitimate approval authority, to review and prepare the right accounting procedures, as well as any systems to prevent misuse of the company's assets.

9. To adopt a prudent and clear consideration procedure of any transaction likely to create conflicts of interest in order to protect the benefits of the company and shareowners, by disallowing any related parties from participation in the decision-making process in compliance with the regulatory requirements governing related transaction procedures and disclosure of related transactions.

10. To review and approving the financial statements and financial reports as approved or reviewed by auditors, as well as approved by the Audit Committee.

11. To acknowledge administrative reports from the executive committee.

12. To call meetings of shareowners by announcing the date, time, venue of such meetings including the set agenda as well as determination of the dividend rate (if any) and opinions of the Board of Directors regarding matters to be proposed for consideration by the shareowners in a 21-day period before each shareowners' meeting. The company may set the date for suspension of share transfers registration, which shall be announced for acknowledgement by the shareowners at the Head Office and branch offices of the company for not fewer than 14 days before the suspension of transfer registration; or to set a record date (RD) of eligible shareowners' participation and dividend payment of not more than two months in advance before the meeting schedule.

13. To prepare a report on the "Board of Directors' Responsibility for the Financial Reports", for disclosure in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

14. To supervise the submission of documents to regulatory agencies to ascertain that there are statements and entries of transaction in accordance with the data as shown in the book of account, registration or other documents of the company.

15. To approve Charters of the Board of Directors and / or other committees.

16. Other businesses as required in the Board of Directors' meeting.

The entire Charter of the Board of Directors is disclosed on the Company website (<http://www.icc.co.th>).

Duties and Responsibilities of Chairman of the Board of Directors

The Board of Directors stipulated the role, duties and responsibilities of the Chairman of the Board of Directors as follows :

1. Lead the Board of Directors to oversee the performance of the Board of Directors and Subsidiary Boards, in order to achieve the objectives and work plan as required.

2. Supervise, monitor and oversee to ensure efficiency of the Board of Directors' performance.

3. Convene the Board of Directors' meetings.

4. Chair the Board of Directors' Meetings and cast the deciding vote in the case that voting in the meeting is deadlocked.

5. Chair the Shareowners' Meeting and effectively guide the Meeting.

6. Supervise to ensure that all directors participate in promoting corporate culture, ethics and good corporate governance.

7. Allocate time adequately for the Management to present matters and for the Board of Directors to discuss important issues prudently. Encourage the Board of Directors for cautious discretion, and giving opinions freely.

8. Promote good relations between the Board of Directors and the Management, support operation of the Management, but not participate in day-to-day management.

9. Promote good relationships among company shareowners.

10. Conduct other matters assigned by the Board of Directors.

Duties and Responsibilities of Management

The Board of Directors has stipulated the role, duties and responsibilities of the Management as follows :

1. To undertake and / or manage daily operations according to policies, target and planning, and corporate rules and regulations.

2. To conduct business management according to the meeting's resolutions of the Executive Board and the Company Board within the approved budget strictly, honestly and judiciously in the best interests of the Company and shareowners.

3. To carry out the operations of the Company according to good governance as stipulated in the guidelines by the Company Board.

4. To report the monthly progress of operations according to resolutions from the meetings and any significant corporate performance to the Company Board.

5. To enhance and develop business management according to code of conduct, rules and regulations, moral and good culture.

6. To carry out other matters assigned by the Board of Directors and the Executive Board.

7.3 Information on Subcommittees

7.3.1 Information on each appointed subcommittee

Management structure consists of the following:

1. Board of Directors
2. Audit Committee
3. Remuneration Committee
4. Nomination Committee
5. Risk Management Committee
6. Corporate Governance and Sustainable Development Committee
7. Executive Committee

Name list of each set of directors are shown on page 86 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

To give confidence to shareowners that the Company's operation is transparent, with due diligence and sufficient s-checks and balance as well as discreet consultations.

The Board of Directors has appointed other sub-committees to be in charge and report to the Board at all times. At present, the Sub-committees comprise the Executive Committee, the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee and the Corporate Governance and Sustainable Development Committee.

The Structure of the Board and the company's administration provides sufficient checks and balance. The scope of power and responsibilities of each committee are separate and not interdependent to promote corporate governance with the Chairman of each sub-committee providing direction in the discharge of the committee's duties in accordance with corporate policy. The committees are required to report their outcomes and findings to the Board of Directors' meetings.

The Board of Directors has issued a charter for each of the Sub-committees to prescribe the tenure and scope of their respective powers and duties to clearly define their roles and responsibilities which are differentiated from the Board of Directors, the Chairman and corporate management. These are disclosed on the company website. (<http://www.icc.co.th>)

7.3.2 The information of each subcommittee

1. Audit Committee The Board of Directors consists of 4 of Independent Directors, all of whom are fully qualified to hold the position of Independent Directors under the Company's Articles and Association, equivalent to 33.33% of the total number of members of Board of Directors, which is stipulated standard of Capital Market Supervisory Board which specifies the proportion of total number of members of Board of Directors. There are no independent directors who hold the position of director in more than 5 registered companies, and one Audit Committee Member (Mr. Amorn Asvanunt) who graduated and expertise in Accounting with two years term of office. The Audit committee has set their meeting at least once per quarter. An extraordinary meeting is available for considering any related

transaction or other special issues which must be reported to the Board of Directors as well as a joint meeting with the Company's Auditor and the Chief Financial Officer on a quarterly basis. Member of the Auditor Committee must not own any company shares.

The Company has specified definitions and qualifications for independent directors, which are stricter than minimum requirements of the Securities Exchange Commissions stated on page 102-103 in this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

The Company has not set a limitation terms to be as a successor of Audit Committee Member at present, it would depend on consideration of the Nomination Committee together with the Board of Directors based on their past performance in the previous year.

In 2022, (according to the year of service from April 2021 to April 2022) the Audit Committee has arranged fourteen meetings. The attendance of each Audit Committee Member is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 108-109 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

Duties and Responsibilities of Company's Audit Committee

- Operational Authority

1. To coordinate between the auditor, Board of Directors, and internal audit unit for mutual understanding in the same direction.
2. To invite the executives, management, internal auditors or employees of the company involved in any particular issues to provide information and/or explanation, to give comments and to participate in the Meeting, or to provide documentation as necessary and to provide access to information of the company at all levels.
3. To investigate any person(s) involved in any particular issues within its authority and responsibilities of the Audit Committee.
4. To seek advice and consultation by experts or advisors of the company (if any), or to commission an external advisor or expert in any necessary cases under expenses of the Company.

- Duties and Responsibilities

1. To review and ensure that the Company has accurate and adequate financial reporting by verifying the Company's important Accounting Policy including Financial Report disclosure according to the standard.
2. To review and ensure that the Company has suitable and effective internal control system, risk management system and internal audit system.
3. To verify implementation complies with the Anti-corruption policy.
4. To consider and ascertain the independence of the internal audit unit, as well as to evaluate, approve the appointment and termination of the head of the internal audit unit or other related units responsible for the internal audit. The Audit Committee is also required to ensure that the head of the internal audit unit is adequately trained, qualified and experienced to carry out the duties of this position.
5. To approve internal audit plan and monitor internal audit unit's performance.
6. To review the Company's compliance with laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business.
7. To consider, select, nominate or remove independent persons to be the Company's auditor, and propose such persons' remuneration fees, for the approval of the Annual General Meeting, as well as to attend a non-management meeting with the auditor at least once a year.
8. To consider that the related transactions or transactions which may have conflicts of interests are in compliance with the laws and the regulations of the Stock Exchange of Thailand and Capital Market Supervisory Board in order to ensure that they are reasonable and for the optimal benefit of the Company.
9. To prepare the Audit Committee's Report and have it disclosed in Annual Registration Statement / Annual Report (Form 56-1 One Report), whereby it must be signed by the Audit Committee's Chairperson and consisting of at least the following information:
 - a. an opinion on the accuracy, completeness and reliability of the Company's financial report;
 - b. an opinion on the adequacy of the Company's internal control system, risk management and anti-corruption policy and procedures;
 - c. an opinion on compliance with the laws concerning securities and exchange, the regulations of the Stock Exchange of Thailand, or other laws related to the Company's business;
 - d. an opinion on the suitability of the auditor and the head of the internal audit unit;
 - e. an opinion on transactions that may have conflicts of interests;
 - f. the number of the Audit Committee meetings, and its attendance record of each committee member;
 - g. an opinion or overview comment by the Audit Committee perceived from its performance under the charter;
 - h. other transactions that the shareowners and general investors should know under its scope of duties and responsibilities assigned by the Board of Directors.

10. In carrying out the Audit Committee's duties, if it finds or suspects that there are the following transactions or actions which may have a considerable impact on the Company's financial status and performance; it should report them to the Board of Directors in order to correct them within a suitable time frame set by the Audit Committee:

- a. transactions causing conflicts of interests;
- b. fraud, corruption or irregularity or a possible key deficiency in the internal control system;
- c. breach of laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, or other laws related to the Company's business.

If the Board of Directors or its executives failed to arrange to have them corrected within due course, any member of the Audit Committee may report such transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand

11. To support and follow up to ensure that the Company has an effective risk management system, including supervising risks and internal control relating to Anti-Corruption, and regularly report the auditing results to the Board of Directors.

12. To ensure that the Company has channels to receive complaints and information regarding inappropriate items in the financial statements, corruption and malfeasance, or other issues, along with an adequate protection and confidentiality process for the complainant or informant (whistleblower), as well as an independent investigation process and suitable monitoring and follow-up procedures.

13. To ensure that the company management comply with good governance principle.

14. To review, improve and correct the Charter of the Audit Committee annually and present it to the Board of Directors for approval.

15. To perform self-evaluation at least once a year.

16. To perform any other matters as assigned by the Board of Directors with the Audit Committee's approval under the Company's Articles of Association and relevant laws.

Regarding the above duties, the Audit Committee is accountable directly to the Board of Directors whereas the Board of Directors remains responsible to third parties for the operations of the Company.

The entire Charter of the Audit Committee is disclosed on the Company website (<http://www.icc.co.th>).

2. Remuneration Committee consists of three members of the Board of Directors whose term of office is one year. This committee arranges their meeting annually, and an extraordinary one is also available as required.

In 2022, (according to the year of service from April 2021 to April 2022) the Remuneration Committee arranged four meetings. The attendance of the Remuneration Committee is shown on the chart on page 108-109 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report), which also shows his position, share-owning and attendance to the meetings

The Authority and Responsibilities of the Remuneration Committee

- Operational Authority

1. To invite the Management or employees of the Company involved in any particular issues to provide explanation or comments and to attend meetings, or to provide any documents as necessary.

2. To seek advice and consultation by experts or advisors of the Company (if any), or to commission an external advisor or expert in any necessary cases at the expense of the Company.

- Duties and Responsibilities

1. To consider and formulate policies and criteria relating to remuneration for the Company's directors and senior executives.

2. To propose policy and criteria for consideration of remuneration payment for the Company's Directors and top management.

3. To evaluate the performance of the Board of Directors on a yearly basis.

4. To determine the limit of remuneration for the Company's Directors (with consideration on its business performance and being compared with the same industry), the amount approved by the general shareowners' meeting, as well as the amount paid in the previous year to be submitted for consideration to the Company's Board of Directors and the annual general meeting of shareowners.

5. To consider appropriation of remuneration to the Company's Directors and members of other committees (who are not concurrently on the Board of Directors) on individual basis, by taking into account the authority and scope of responsibilities, as well as performance, within the amount approved by the shareowners' meeting.

6. To prepare a Report of the Remuneration Committee for publication in the Company's Annual Report. The Chairman of the Remuneration Committee is required to sign such report.

7. To review, improve and amend the Charter of the Remuneration Committee and present it to the Board of Directors for approval.

8. To conduct self-assessment at least once a year.

9. To carry out other matters assigned by the Board of Directors.

The entire Charter of the Remuneration Committee is disclosed on the Company website (<http://www.icc.co.th>).

3. Nomination Committee consists of three Directors, one honorary consultant and one consultant to the Company's Board whose term of office is one year. This committee arranges their meeting on a yearly basis, and an extraordinary one is also available as required.

In 2022, (according to the year of service from April 2021 to April 2022) the Nomination Committee arranged four meetings. The attendance of the Nomination Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 108-109 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

The Authority and Responsibilities of The Nomination Committee

- Operational Authority

1. To invite the Management or employees of the Company involved in any particular issue to provide explanation or comments, attend meetings, or to provide any documents as necessary.

2. To seek advice and consultation by experts or advisers of the Company (if any), or to commission an external adviser or expert in any necessary case at the Company's expense.

- Duties and Responsibilities

1. To consider and define the criteria and procedures relating to the selection of company directors and senior management.

2. To verify the personal record and data of the nominated persons by taking into account their knowledge, abilities, experience, professional expertise, proper qualifications in accordance with the Company's Regulations and related laws.

3. To consider the selection of suitably qualified persons to be appointed company directors for nomination to the meeting of the Board of Directors for consideration and approval, except in cases where a company director completes his term of office, whereby such nomination shall be made to the shareowners' meeting for consideration and approval.

4. To consider the selection of suitably qualified persons to be appointed to senior executive positions for nomination to the meeting of the Board of Directors for consideration and approval.

5. To give comments or recommendations for further consideration.

6. To propose the nominated persons to the Board of Directors for consideration.

7. To prepare a Report of the Nomination Committee for publication in the Company's Annual Report. The Chairman of the Nomination Committee is required to sign such report.

8. To review, improve and amend the Charter of the Nomination Committee and present it to the Board of Directors for approval.

9. To conduct self-assessment at least once a year.

10. To carry out other matters assigned by the Board of Directors.

The entire Charter of the Nomination Committee is disclosed on the Company website (<http://www.icc.co.th>).

4. Risk Management Committee consists of one Audit Committee member, two Directors and four Management staffs with two years term of office. This committee arranges their meeting once per quarter at least, and an extraordinary one is also available as required.

In 2022, (according to the year of service from April 2021 to April 2022), the Risk Management Committee arranged twelve meetings. The attendance of the Risk Management Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 108-109 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

The Authority and Responsibilities of The Risk Management Committee

- Operational Authority

1. To seek advice and consultation by experts or advisors of the Company (if any), or to commission an external advisor or expert in any necessary cases at the expense of the Company.

2. To appoint a working group, evaluate and follow-up risk factors throughout the Company.

- Duties and Responsibilities

1. To determine policies, targets, and to plan and organize the corporate risk management systems clearly and consistently, as well as to ensure that the internal control system is adequate for major risk management; and to report to the Audit Committee.

2. To encourage and stimulate cooperation in company risk management at all levels.

3. To supervise corporate risk management appropriately and effectively, and to give priority to the warning signs and all irregular transactions.

4. To diligently oversee that the Company and its agencies fully comply with all relevant legal and regulatory requirements governing the conduct of its business operations.

5. To develop corporate risk management systems with efficiency and consistency.

6. To prepare a Report of the Risk Management Committee for publication in the Annual Registration Statement / Annual Report 2022. The Chairman of the Risk Management Committee is required to sign such report.

7. To review, improve and amend the Charter of the Risk Management Committee and present it to the Board of Directors for approval.

8. To conduct self -assessment at least once a year.

9. To carry out other matters assigned by the Board of Directors.

The entire Charter of the Risk Management is disclosed on the Company website (<http://www.icc.co.th>).

5. Corporate Governance and Sustainable Development Committee consists of one Audit Committee member, two Directors and two Management staffs with one year term of office. This committee arranges their meeting twice per year at least, and an extraordinary one is also available as required.

In 2022, to conform with the good corporate governance in developing and sustain the growth of our organization in terms of economy, society and environment aspects, the Board of Directors approved to add duties and responsibility of the Corporate Governance Committee regarding the development to sustain corporate growth, to change the board name into the Corporate Governance and Sustainable Development Committee.

In 2022, (according to the year of service from April 2021 to April 2022), the Corporate Governance and Sustainable Development Committee arranged six meetings. The attendance of the Corporate Governance and Sustainable Development Committee is shown on the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 108-109 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

The Authority and Responsibilities of The Corporate Governance and Sustainable Development Committee

- Operational Authority

1. Has the authority to invite related Company management or employees to give their opinion, participate in meetings or submit documents as deemed necessary.

2. Can ask for advice from experts or consultants (if any) of the Company or, if necessary, employ external consultants or experts at the expense of the Company.

3. Has the authority to appoint Working Committee to implement corporate governance and sustainable development policy throughout the organization.

- Duties and Responsibilities

Corporate Governance

1. Stipulate, review and improve Good Corporate Governance Policy, Good Corporate Governance Principles, Business Ethics and Code of Conduct for Company directors, executives and employees, Anti-corruption Policy and other regulations to conform with changes in business, related rules & regulations, announcements and relevant laws, on a continuous basis.

2. Formulate guidelines and procedures in accordance with the principles of good corporate governance and anti-corruption policies, as well as monitor and provide counsel, advice and evaluation of their performance, in order to develop and enhance the Company's corporate governance systems continuously.

3. Promote and support Company Directors, management and employees to conform to Good Corporate Governance Guidelines and Anti - Corruption Policy.

4. Prepare a Report of the Corporate Governance and Sustainable Development, signed by the Committee's Chairman, for publication in the Company's Form 56-1 One Report.

5. Review, improve and amend the Charter of the Corporate Governance and Sustainable Development Committee and present it to the Board of Directors for approval.

6. Conduct self-assessment at least once a year.

7. Carry out other tasks as assigned by the Board of Directors.

Sustainable Development

1. Consider and review policies, goals and strategies toward sustainability that cover economic, social and environmental aspects in a balanced manner under the good corporate governance code.

2. Promote, support and monitor the operations of sustainable development (SD).

3. Promote, support and monitor the operations of the Corporate Social Responsibility (CSR).

4. Report sustainability progress and performance to The Board of Directors.

5. Prepare a Report of the Corporate Governance and Sustainable Development, signed by the Committee's Chairman, for publication in the Company's Form 56-1 One Report.

6. Review, improve and amend the Charter of the Corporate Governance and Sustainable Development Committee and present it to the Board of Directors for approval.

7. Conduct self-assessment at least once a year.

8. Carry out other tasks as assigned by the Board of Directors.

The entire Charter of the Corporate Governance and Sustainable Development Committee is disclosed on the Company website (<http://www.icc.co.th>).

6. The Company's Executive Board a group of seven people who is assigned and authorized by the Board of Directors, consists of two Directors and five executives. The Executive Board of Directors is responsible for the company administration with designated status as executive company staff or permanent employee. The meeting schedule for the Board of Directors is set on a weekly basis.

In 2022, (according to the year of service from April 2021 to April 2022), the Executive Board of Directors arranged the meeting on a weekly basis. The attendance of each director is shown in the Chart displaying Directors and Executives' position, share-owning and attendance to the meeting on page 108-109 of this Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report).

The Authority and Responsibilities of the Company's Executive Board

- Operational Authority

1. In accordance with the authority assigned by the Board of Directors.

2. To appoint, recall, transfer, accredit as well as determining remuneration included welfare for executive management.

3. All power of the Executive Committee relating to acquisition or disposition of assets and entering into connected transactions must be in compliance with the notifications of the Capital Market Supervisory Board. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

4. To consider and scrutinize the process for entering into all connected transactions regardless of the amount as well as to summarize and propose the results of the transaction to the Board of Directors for approval.

5. To consider and scrutinize the process of borrowing, repayment and debenture issuance in any amounts for use as working capital of the company as well as concluding the result and propose the transactions to the Board of Directors for approval.

6. To consider and approve the loan granting / revoking within the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

7. To consider and approve the purchase / revocation / sales of assets, investment and expenditures within the limit set by the company's Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval such as making the contracts relating to rent, sublease of movable and immovable properties, registration of lease assignment and / or sublease and its cancellation of registration with any persons, companies, partnerships, government agencies, state enterprises and juristic persons in accordance with the company's objectives and regulations. Additionally, the Executive Board has been authorized to agree upon any conditions and sign on any contracts as well as other related documents.

8. To consider and scrutinize the process of guaranteeing / revoking, taking liabilities / revoking with any persons / companies under the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

9. To consider and approve the investment policy in any companies within the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

10. To approve the opening and closing of bank accounts under the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

11. To approve the receiving and revoking of bank loan under the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

12. To amend the authorization of payment and approval of goods request and borrowing slips.

13. To approve the renovation, demolition, retirement of fixed and intangible assets which are no longer in use, defective, lost, destroyed, deteriorated or so outdated as to be useless of which the total book value under the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

14. To approve price adjustment and destruction of raw materials and/or deteriorated or outdated stock rendering reduced book value under the limit set by the Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval.

15. To be responsible for setting up marketing policies.

16. To be responsible for management of sales, outlets, debt undertaking and sale collateral mortgaging.

17. To be responsible for Human Resource Management such as recruitment, termination, punishment, promotion, relocation of employee and to command the employee including making the employment contracts as well as to agree upon any conditions

and sign on any contract and documents relating to Human Resource Management with Labour Department, Social Security Office, government agencies and state enterprises in accordance with the company's objectives and regulations.

18. To claim to the inquiry official against the criminal of a company for proceeding with the criminal case, appoint the subagent to handle this process, revoke the claim, make a reconciliation agreement, receive money on behalf of the company and appoint the lawyer to file the statement to every court on behalf of the company until final.

19. To invite the Executives and employees of the company involved in any particular issues to provide explanation and comments, or to attend the Meeting, or to provide any relevant documents as necessary.

20. To seek advice and consultation from experts or advisors of the company (if any), or to commission an external advisor or expert as necessary at the expenses of the company.

21. To issue other operational regulations as appropriate.

- **Duties and Responsibilities**

1. In accordance with the authority assigned by the Board of Directors.

2. To propose targets, policies, plans and annual budget to the Board of Directors.

3. To be responsible for managing the Company's businesses to comply with its directions, goals and business policies.

4. To be responsible for enhancing the Company's competitiveness and encouraging constant innovation.

5. To be responsible for ensuring that the Company's operation complies with the law, objectives, Articles of Associations, resolutions of the Shareowner's Meeting, resolutions of the Board of Directors Meeting, as well as other related regulations.

6. To be consistently accountable for the Board of Directors and / or the Executive Board.

- To report on corporate movement and performance continually and promptly.

- To reveal accurate, complete, up-to-the-standard and reliable information.

7. To acknowledge and comply with the company's policies and business operation strategies set by the Board of Directors and / or the Executive Board such as claim, demand, debt repayment or claim on any assets including benefits or rights from any persons, companies, partnerships, government agencies, state enterprises and juristic persons in accordance with company's objectives and regulations. In addition, the Executive Board has been authorized to agree upon any conditions and sign on any contracts as well as other related documents.

8. To supervise, review and approve policies, major strategies, plans and annual budget.

9. To be responsible for preparation of financial statement, financial reports audited by external auditor and proposing it to the Executive Board, the Audit Committee and the Board of Directors for approval, respectively. In addition, the Executive Board is authorized to sign on cheques within the limit set by the Board of Directors for deposit and withdrawal.

10. To review matters to be proposed to the Board of Directors for approval.

11. To improve the Charter of the Executive Board and present it to the Board of Directors for approvals.

12. To carry out other matters assigned by the Board of Directors.

The entire Charter of the Executive Board is disclosed on the Company website (<http://www.icc.co.th>).