

## **I.C.C. International Public Company Limited**

### **The criteria for shareowners to propose an agenda and/or to nominate candidate(s) to be elected as director(s) at the 47<sup>th</sup> General Shareowners' Meeting 2012**

#### **1. Objective**

Realizing the rights and equitable treatments to all shareowners according to the Principles of Good Corporate Governance, the Company has provided an opportunity to our shareowners to propose an agenda and/or to nominate candidate(s) to be elected as director(s) at the 47<sup>th</sup> General Shareowners' Meeting 2012. This is aimed to further include them in the meeting agenda according to the following Company's criteria.

#### **2. Qualifications of Shareowners**

Shareowner who is eligible to propose the agenda and/or to nominate candidate(s) to be elected as director(s) must possess following qualifications:

- 2.1 Being one single shareowner or consolidated group of shareowners with the right to vote at the amount not less than 5 percent of the Company's total voting right (at present not less than 14,531,687 shares).
- 2.2 Shareowner under No. 2.1 must own the shares consecutively for at least 12 months starting from the ownership date until the date of proposing the agenda and/or nominating candidate(s) to be elected as director(s).

#### **3. Documents or Evidence of shareowner identification**

##### **3.1 Share ownership evidence**

A share ownership letter certified by a broker or by Thailand Securities Depository Co.,Ltd. or a copy of share certificate with signature.

##### **3.2 Shareowner identification documents**

###### **3.2.1 In case of an ordinary person**

- ♦ Thai nationality
  - A valid copy of an I.D. card or government official card, or driving license with signature.
- ♦ Foreigner
  - A valid copy of a foreigner I.D. card, or passport with signature.

### **3.2.2 In case of a juristic person**

- A copy of juristic person certificate not exceeding 1 month validity with signature of that authorized juristic person and company seal (if any).
- A valid copy of an I.D. card or government official card, or driving license, or passport or foreigner I.D. card of the authorized person with signature.

### **3.2.3 In case of a foreigner (ordinary person or juristic person) appointing a custodian in Thailand to act as depository agent**

- ◆ Documents of foreign shareowner
  - A power of attorney issued by shareowner to authorize custodian to propose an agenda and/or to nominate candidate(s) to be elected as director(s).
  - A valid copy of passport or foreigner I.D. card of the authorized person with signature.
- ◆ Documents of custodian
  - A letter certifying that the custodian authorized by the shareowner to propose agenda and/or to nominate candidate(s) to be elected as director(s) is the certified custodian.
  - A valid copy of I.D. card or government official card, or driving license, or passport, or foreigner I.D card of the authorized person with signature.

## **4. Proposing an agenda to the General Shareowners' Meeting**

Shareowner who possesses the required qualifications under No. 3 can submit the proposed agenda to the General Shareowners' Meeting with following procedures :

### **4.1 Submission procedure**

- 4.1.1 Complete the form : Proposing an agenda to the 47<sup>th</sup> General Shareowners' Meeting 2012 (Form A) with signature.  
  
(The form can be downloaded from the company's website <http://www.icc.co.th>)
- 4.1.2 In case a group of shareowners wishes to propose an agenda, each shareowner must individually fill out Form A (one form for one agenda for one shareowner) with signature.  
  
All documents should be consolidated into one set, informing the name of one person acting as a liaison with the Company.
- 4.1.3 The form : Proposing an agenda to the 47<sup>th</sup> General Shareowners' Meeting 2012 (Form A) together with documents or evidences identifying shareowners as prescribed under No. 3 shall be sent to the Company (one copy for one agenda).

#### **4.2 Consideration to propose an agenda to the General Shareowners' Meeting**

- 4.2.1 An initial consideration shall be performed by the Company's Secretary. In case any incomplete documents have been found, a notification will be made to the shareowner for correction.
- 4.2.2 The correct and complete documents shall be submitted by the Company's Secretary to the Board of Directors for consideration on appropriation of the proposed agenda.
- 4.2.3 The approved subject shall be included in the agenda of the General Shareowners' Meeting 2012 which will appear in the invitation letter to the meeting together with the Board's opinion.
- 4.2.4 Disapproved subject shall be informed during the General Shareowners' Meeting 2012 together with reasons of refusal.

#### **4.3 Subjects not to be included as the agenda of the meeting**

- 4.3.1 Subjects proposed by shareowner(s) who possesses incomplete qualification, or unable to provide complete and correct information and evidence, or unable to propose on the time set forth.
- 4.3.2 Subjects relating to the Company normal business operation and allegation made without any reasonable cause for that suspicious business operation.
- 4.3.3 Subjects that are beyond authority of the Company to conduct in order to meet the expected results.
- 4.3.4 Subjects that have been previously proposed to the Shareowners' Meeting during the past 12 months and were supported by less than ten percent of total voting rights of the Company, except that the fact in the new proposed agenda has been changed significantly from the previous one.
- 4.3.5 Subjects that are against laws or regulations of the government offices, or company supervisory authorities, or matters that are not corresponding to the Company objectives, articles of association, resolution from the Shareowners' Meeting, and the principles of good corporate governance.
- 4.3.6 Subjects which have already been executed by the Company.
- 4.3.7 Other subjects corresponding to the notification of the Capital Market Supervisory Board.

## **5. Nomination of candidate(s) to be elected as Director(s)**

Shareowner who possesses the required qualifications under No. 3 can nominate candidate(s) to be elected as the Company director(s) as following procedure :

### **5.1 Qualifications of Director/ Independent Director**

- 5.1.1 To be a qualified person possessing none of the prohibited characteristics in accordance with laws and related notifications.
- 5.1.2 To have good knowledge, capability, with various working skills and experience beneficial for the Company's business.
- 5.1.3 To possess leadership qualification with vision, moral and freedom in making any decision for the most benefit of the Company and shareowners in overall. He/she must be capable to use his/her knowledge and experience beneficial for the Company's business operation, while paying real attention to the Company's business.

### **5.2 Submission procedure**

- 5.2.1 Complete the form : Nomination of Candidate to be elected as the Company's Director (Form B) with signature.  
(The form can be downloaded from the company's website <http://www.icc.co.th>)
- 5.2.2 In case more than one shareowner has unified to nominate a candidate, each shareowner must fill out Form B (one copy for one candidate for one shareowner) with signature. All documents should be consolidated into one set with one person to be named to act as a liaison with the Company.
- 5.2.3 Complete the form: Profile of the Candidate to be elected as a director (Form C) attached with the required documents (No.10 in Form C) such as a copy of educational certificate, a letter certifying the current or latest employer, a copy of I.D. card, a copy of house registration, or a copy of a foreigner I.D. card, a copy of passport (for a foreigner) with authorized signature of the candidate.
- 5.2.4 The form : Nomination of Candidate to be elected as the Company's director (Form B) and the form: Profile of the Candidate to be elected as a director (Form C), together with documents or evidences identifying shareowner as stated in article No. 3 should be sent to the Company (one set for one candidate).

**5.3 Steps to consider the nomination of candidate(s) to be elected as Director(s)**

- 5.3.1 An initial consideration shall be made by the Company's Secretary. In case any incomplete details and documents have been found, a notification will be sent to the shareowner for correction.
- 5.3.2 The complete proposed agenda shall be submitted by the Company's Secretary to the Nomination Committee for consideration of the candidate's qualification. Opinion shall be given to the Board of Directors on appropriation to submit the name of the candidate for consideration during the General Shareowners' Meeting.
- 5.3.3 The name of the successful candidate approved by the Nomination Committee and the Board of Directors shall be included in the agenda of the General Shareowners' Meeting 2012 which will appear in the invitation letter to the meeting together with the Board's opinion.
- 5.3.4 Disapproved candidate shall be informed during the General Shareowners' Meeting 2012.

**6 The proposed agenda submission period**

From December 1- 30, 2011, the signed documents and other evidences can be sent by registered mail to the following address, with postmarked date on the envelope being counted for:

Mrs. Duangrudee Milintanggul  
The Company's Secretary  
I.C.C. International Public Company Limited  
530 Soi Sathupradit 58,  
Bangpongpang Subdistrict, Yannawa District,  
Bangkok 10120

**7. For more information, please contact:**

Mrs. Duangrudee Milintanggul  
The Company's Secretary  
Tel : 02-295-0688 E-Mail : duangm@icc.co.th

Or Mrs. Thanyaluck Wattanakularoj  
The Office of the Board of Directors' Secretary  
Tel : 02-295-0688 E-Mail : iccset@icc.co.th