



ANNUAL REPORT 2014

I.C.C. International Public Company Limited



Long Live The Princess

Eulogy in Honour of HRH Princess Maha Chakri Sirindhorn's
Fifth Cycle Birthday Anniversary
April 2, 2015

Princess Maha Chakri Sirindhorn

Is the pride and joy of the Thai nation.

Universally, her benevolence is recognized;

Her smile brightens every heart.

Though she works hard without respite, the radiance never leaves her.

Her beauty shines from inside without the need for self-adornment,

And glamour emanates from her unrelenting self-dedication.

Her kindness lends her a gentle grace;

Her charity improves the people's well-being.

Her tireless philanthropy leads to accomplishments that

Assist agriculture and bring happiness to every region.

She works hard from morning until night for rural development.

Well-versed in the arts,

She is the acclaimed 'Teacher of the Country'

And has been accorded the peerless title of 'Visitsilapin'.

Long live Her Royal Highness on this, her fifth cycle!

Composed by Khunying Kulasap Ketmaenkit
On behalf of I.C.C. International Public Company Limited
Translated by Nopamat Veohong



Message from the Chairman

Thailand experienced another major transition in 2014 when a coup took place in May 2014, by the National Council for Peace and Order (NCPO), under the leadership of General Prayuth Chan-ocha, then Army Commander-in-Chief, together with abrogation of the Constitution B.E. 2550 (2007). A Provisional Constitution B.E. 2557 (2014) was proclaimed on July 22, 2014, thereby establishing the National Legislative Assembly. On August 21, 2014, the National Legislative Assembly resolved to appoint General Prayuth Chan-ocha as Prime Minister. In the meantime, the National Council for Peace and Order (NCPO) launched a roadmap for a major reform of the nation, by establishing the National Reform Council to draft a new national Constitution, which will likely result in the holding of a general election in 2015.

Aside from the domestic political transition, Thailand's major trade partners were still plagued with chronic economic sluggishness, especially the European Union and the USA, which in turn resulted in the unmet exports target for Thailand, Crop prices also plummeted, thereby limiting purchasing power of the public and slowing down the economy as a whole. These can be major hindrances for the upgrading of national competitiveness both in the short and long terms.

Despite the political transition and economic recession, our company still performed relatively well, to which I would like to express my sincere appreciation for the effort of our executives in monitoring and assessing possible consequences on our business, and seeking systematic prevention and appropriate strategies for business undertaking. Perseverance and efforts of all ICC employees are also worth mentioning for they devoted themselves until our business sailed through the crisis efficiently, notably in the successful maintenance of market shares of our core products. In addition, I am pleased to announce that we have been able to maintain our company return at 5.3 percent a year, surpassing the average deposit or bond yield in the market, whereas share price of ICC stood at Baht 39.50.

May I take this opportunity to wish all shareowners, directors, executives and employees of ICC all the best and continued successes throughout the Year 2015.



Som Chatusripitak Ph.D.
Chairman



**May I take this
opportunity to wish all
shareowners, directors,
executives and employees
of ICC all the best and
continued successes
throughout the
Year 2015.**

Board of Directors

Som Chatusripitak Ph.D.
Chairman



Boonsithi Chokwatana
Vice Chairman



Boonkiet Chokwatana
President and Executive Chairman



Thiraphong Vikitset Ph.D.
Independent Director and
Audit Committee Chairman



Thamarat Chokwatana
Director and Executive Vice President



Amorn Asvanunt

Independent Director and
Audit Committee Member



Pol.Gen. Somchai Prabhasabhakdi

Independent Director and
Audit Committee Member



Duangphorn Sucharittanuwat

Independent Director and
Audit Committee Member



Vira Ua-Arak

Director



Manu Leelanuwatana

Director



Somphol Chaisiroj

Director

Executive Committee

Boonsithi Chokwatana

Advisor to the Executive Board of Directors



Boonkiet Chokwatana

President and Executive Chairman



Thamarat Chokwatana

Director and Executive
Vice President and
Vice President Divisions G, P, X



Somphol Chaisiroj

Vice President Division W



Somkid Chakawannorasing

Vice President Division J



Pennapha Dhanasarnsilp, D.B.A

Vice President Division V



Nuttaphat Petchratanaporn

Vice President Accounting
and Finance Division



Munchusa Terapongpipat

Vice President Company
Administration Division



Ramida Russell Maneesatiean

Vice President Division B



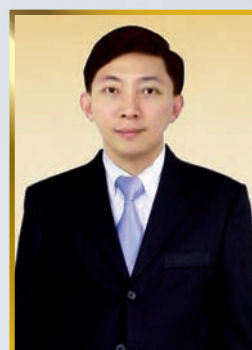
Kityaporn Chaithavornsathien

Vice President Division D



Chailert Manoonpol

Vice President Division S



Surat Wongrattanapassorn, Ph.D.

Vice President Information Technology Division

Company Advisor

Samrerng Manoonpol

Advisor

Experience

1. Director of Saha Pathana Inter-Holding Plc.
2. Member of the Advisory Committee of Saha Pathanapibul Plc.



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(The Securities and Exchange Commission)

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Profiles of Directors, Executives and Regulators

Name / Position / Appointment Date	Age (Years) **	Education	Training Background	*Proportion of Shareowning At 31 Dec 2014 ***(%)
*1. Som Chatusritak, Ph.D. Chairman and Independent Director 21 November 1997	75	Ph.D. (Finance), MBA, The State University of New York, U.S.A.	DAP, DCP	-None-
*2. Boonsithi Chokwatana Vice Chairman and Advisor to the Executive Board of Directors Year 1991	78	Honorary Doctorate Degrees - In Business Administration 1. Burapha University 2. Thammasat University 3. The National Institute of Development Administration 4. University of the Thai Chamber of Commerce - In Engineering 1. Khon Kaen University - In Laws 1. Waseda University, Japan - In Science (Textiles and Garments) 1. Rajamangala University of Technology Krungthep	DAP, DCP	2.26
*3. Boonkiet Chokwatana President and Executive Chairman Year 1973	68	- Honorary Doctorate Degree in Business Administration (Management) from Sripratum University - Honorary Doctorate Degree in Business Administration College of Commerce from Burapha University - Honorary Doctorate Degree in Business Administration from Naresuan University - B.S. Mechanical Engineering, Worcester Polytechnic Institute, Massachusetts, U.S.A.	DAP, DCP	1.44

Notes: * Director binding to the Company as in the Company's certificate.

** 31 March 2015 (calendar year)

*** Including shares held by the spouse and minor children

Relationship of Directors and Executives	No. of companies engaged as director		Work Experience in the past 5 years	
	Listed Company	Non-Listed Company	Period	Major Experience
-None-	-None-	2	Present	- Member of the National Legislative Assembly
				- Honorary Director, Thai Chamber of Commerce
				- Director, Po Teck Siang Tueng Foundation
				- Advisor, Board of Trade of Thailand
				- Director of Seacon Development Plc.
				- Director of Waseda Education (Thailand) Co., Ltd.
			Former	- Senator, Royal Thai Senate
				- Minister of Commerce
				- Advisor to the Prime Minister
				- Advisor to the Speaker of The Parliament
				- Chairman, Thai Bankers Association
				- Advisor to the Stock Exchange of Thailand
- Father of	5	34	1972-Present	Chairman of Thai President Foods Plc.
Thamarat			Present	Honorary Chairman of Saha Pathanapibul Plc.
Chokwatana			1995-Present	Vice Chairman of I.C.C.International Plc.
- Brother of			2003-Present	Director of Saha Pathana Inter-Holding Plc.
Boonkiet			2010-Present	Advisor Director of Thanulux Plc.
Chokwatana			2002-Present	Director of Sahacogen (Chonburi) Plc.
- Brother of	5	54	1986-Present	Director of Saha Pathana Inter-Holding Plc.
Boonsithi			1993-Present	Chairman of S & J International Enterprises Plc.
Chokwatana			1995-Present	President and Executive Chairman of I.C.C.International Plc.
- Uncle of			1994-Present	Chairman of People's Garment Plc.
Thamarat			1996-Present	Chairman of Sahacogen (Chonburi) Plc.
Chokwatana			Present	Chairman of Pan Asia Footwear Plc.

Profiles of Directors, Executives and Regulators (Cont.)

Name / Position / Appointment Date	Age (Years) **	Education	Training Background	*Proportion of Shareowning At 31 Dec 2014 ***(%)
4. Thiraphong Vikitset Ph.D. Independent Director and Audit Committee Chairman 26 April 1999	69	Ph.D. (Economics), West Virginia University, U.S.A.	DAP, DCP, ACP, FND, QFR	-None-
*5. Thamarat Chokwatana Director and Executive Vice President and Vice President Divisions: G, P, X 24 March 1999	46	B.A., Bachelor of Arts. Assumption University.	DAP, DCP	0.13
6. Amorn Asvanunt Independent Director and Audit Committee Member 26 May 1999	67	- MBA Bowling Green State University, U.S.A. - Bachelor of Accountancy Chulalongkorn University	DAP	-None-
7. Pol.Gen. Somchai Prabhasabhakdi Independent Director and Audit Committee Member 17 December 2004	73	MPA, National Institute of Development Administration	DAP, DCP, ACP, RCP	-None-

Relationship of Directors and Executives	No. of companies engaged as director		Work Experience in the past 5 years	
	Listed Company	Non-Listed Company	Period	Major Experience
-None-	-None-	1	Present	- Professor, School of Development Economics National Institute of Development Administration (NIDA)
				- Member, Energy Conservation Fund Evaluation Subcommittee
				- Director of Better Way (Thailand) Co., Ltd.
			2001-2002	Administration of National Institute of Development Administration (NIDA)
			1995-1997	Member, Academic Council.
			1986-1991	Vice President for Academic Affairs
			1985-1986	Dean, School of Development Economics.
			1984-1985	Associate Dean, School of Development Economics
			1986-1991	Member, Subcommittee on Energy Policy Formulation
			1991	Member, Subcommittee on Energy Planning for the 7 th Development Plan
- Son of	1	33	2001-Present	Director of Thai Wacoal Plc.
Boonsithi				
Chokwatana				
- Nephew of				
Boonkiet				
Chokwatana				
-None-	5	1	Present	- Audit Committee Chairman of People' s Garment Plc.
				- Audit Committee of Far East DDB Plc.
				- Audit Committee of Sahacogen (Chonburi) Plc.
				- Director, Risk Management Committee & Nomination and Remuneration Committee of Krungthep Sophon Plc.
				- Independent Director of MFC Asset Management Plc.
				- Director of BNH Medical Center Co., Ltd.
			Former	- Senior Executive in Banking, Real Estate, Hotel and Construction
-None-	1	-None-	Present	Independent Director and Audit Committee Member of
				- I.C.C.International Plc.
				- Sahacogen (Chonburi) Plc.
			Former	- Qualified AMLO Board Member
				- Audit Committee Chairman of MCOT Plc.
				- Advisor, Office of the Prime Minister
				- Assistant Commissioner-General
				- Commander in Chief Province Police region 2
				- Commander in Chief Province Police region 1
				- Deputy Commissioner Metropolitan Police

Profiles of Directors, Executives and Regulators (Cont.)

Name / Position / Appointment Date	Age (Years) **	Education	Training Background	*Proportion of Shareowning At 31 Dec 2014 ***(%)
8. Duangphorn Sucharittanuwat Independent Director and Audit Committee Member 25 April 2011	63	- MBA, Thammasat University - Bachelor (2 nd Class Honor) Faculty of Commerce and Accountancy, Chulalongkorn University - Certified Public Account (CPA) No. 5228	DCP, RCP, ACP, CMA8, ASMP2, TPL1, TEPCOT3, DCPU	-None-
*9. Vira Ua-Arak Director 26 April 2004	73	- Bachelor of Law, Thammasat University - Barrister - at - law	DAP, DCP	0.211
*10. Manu Leelanuwatana Director 26 April 2004	70	Bachelor of Mechanical Engineering, Chiba University, Japan	DAP, DCP	0.37
*11. Somphol Chaisirioj Director and Vice President Division W 29 September 2009	58	Master of Arts, Ohio University, U.S.A.	DAP, DCP	0.022
12. Somkid Chakawannorasing Vice President Division J Year 1996	65	Bachelor of Communication Arts, Sukhothai Thammathirat University	DAP, DCP	0.034
13. Pennapha Dhanasarnsilp, D.B.A. Vice President Division V Year 2003	61	Doctorate of Business Administration Nova Southeastern University, U.S.A.	DAP, DCP	0.006
14. Nuttaphat Petchratanaporn Vice President Accounting and Finance Division 25 May 2010	56	Bachelor of Science (Accounting) Bangkok University	DCP	0.012
15. Munchusa Terapongpipat Vice President Company Administration Division 25 May 2010	57	Bachelor of Public Administration, Ramkhamhaeng University	-None-	0.035

Relationship of Directors and Executives	No. of companies engaged as director		Work Experience in the past 5 years	
	Listed Company	Non-Listed Company	Period	Major Experience
-None-	2	-None-	2014-Present	Independent Director and Audit Committee Member of Sena Development Plc.
			2013-Present	Director Foundation of 50 Pansa Hospital.
			2012-Present	Chairman of Lease IT Co., Ltd.
			1997-Present	Financial Management Group, Councilor of Thailand Management Association
			Former	- Senior Vice President, Accounting Department of Asia Credit Co., Ltd.
				- Managing Director of Sinn Asia Leasing Co., Ltd.
				- Director of Krungthai Thanakit Plc.
				- Chairman of KTT Leasing Co., Ltd.
				- Chairman of BT Securities Co., Ltd.
				- Senior Executive Vice President of CIMB Thai Bank Plc.
-None-	-None-	10	Present	Managing Director of Vira Law Office Co., Ltd.
-None-	4	24	1990-Present	Chairman of Thai Wacoal Plc.
			1980-Present	President of Textile Prestige Plc.
			1987-Present	Director of O.C.C. Plc.
			2007-Present	Director of Saha Pathana Inter-Holding Plc.
-None-	-None-	6	1989-2006	Director of Thanulux Plc.
			Present	Vice President Business Division of Thanulux Plc.
			1990-Present	Vice President Division W of I.C.C. International Plc.
			2009-Present	Director of I.C.C. International Plc.
-None-	-None-	3	1993-Present	Chairman of Koraj Wattana Co., Ltd.
-None-	1	3	2013-Present	Independent Director of Plan B Media Plc.
			2012-Present	Director of Healthy Mania Co.,Ltd.
			2010-Present	Chairman of Pens Marketing and Distribution Co.,Ltd.
			2003-Present	Executive Director and Vice President Division V of I.C.C.International Plc.
			2005-Present	Director of Bunka Fashion Co.,Ltd.
			1990-2011	Director of Thai President Foods Plc.
			1996-2012	Director of President Rice Products Plc.
-None-	-None-	8	1999-Present	Director of Vira Law Office Co., Ltd.
			2001-Present	Director of Sukhatasana Co., Ltd.
			2013-Present	Managing Director of PA Capital Co.,Ltd.
			2014	Managing Director of WBRE Co.,Ltd.
-None-	-None-	3	2000-Present	Director of Train Time Test Co., Ltd.
			2000-Present	Director of Sun and Sand Co., Ltd.
			2011-Present	Director of Eastern I.C.C. Co., Ltd.

Profiles of Directors, Executives and Regulators (Cont.)

Name / Position / Appointment Date	Age (Years) **	Education	Training Background	*Proportion of Shareowning At 31 Dec 2014 ***(%)
16. Ramida Russell Maneesatien	46	- Master in Communication Arts (Mass Communications) Chulalongkorn University	FSD	0.003
Vice President Division B				
25 May 2010		- Bachelor in Business Administrations BBA Assumption University		
17. Kityaporn Chaithavornsathien	40	Bachelor in Business Administrations BBA Assumption University	DCP	2.56
Vice President Division D				
24 May 2011				
18. Chailert Manoonpol	56	Master of Management Abilene Christian University, U.S.A.	DAP, FND	0.0005
Vice President Division S				
22 May 2012				
19. Surat Wongrattapassorn, Ph.D.	49	- Master of Engineering (Computer) Assumption University	DAP	0.007
Vice President Information				
Technology Division		- Ph.D.(Business Administration) Nova Southeastern University, U.S.A.		
1 May 2013				
20. Khanisorn Suyanand	70	- Master of Arts, Economics (Monetary) Northeastern University, Boston Mass. U.S.A.	-None-	0.0001
Vice President Division A				
1 June 2010		- Bachelor of Economics, Thammasat University		
21. Pisamai Chunmanu	66	Bachelor of Communication Arts, Chulalongkorn University	DAP	0.007
Vice President Division I				
Year 2000				
22. Nonglaks Techaboonanek	60	- Bachelor of Communication Arts, Chulalongkorn University	DAP	-None-
Vice President Divisions M, O				
1 September 2005		- Bachelor of Marketing, Ramkhamhaeng University		
23. Viritpol Chaithavornsathien	44	- M.B.A. Cleveland State University, U.S.A.	-None-	-None-
Vice President Division R				
1 March 2014		- Bachelor of Business Administration University of Kentucky, U.S.A.		

Relationship of Directors and Executives	No. of companies engaged as director		Work Experience in the past 5 years	
	Listed Company	Non-Listed Company	Period	Major Experience
-None-	-None-	4	Present	- Managing Director of Thai Itokin Co.,Ltd. - Director of Sukhatasana Co., Ltd. - Director of Issara United Co., Ltd. - Director of Shop Global (Thailand) Co., Ltd.
- Daughter of Boonkiet Chokwatana	-None-	6	Present	- Director of International Laboratories Corp., Ltd. - Director of H & B Intertex Co., Ltd. - Director of Intanin Chiangmai Co., Ltd.
- Niece of Boonsithi Chokwatana				- Director of Issara United Co., Ltd. - Director of Vira Law Office Co., Ltd. - Director of Sukhatasana Co., Ltd.
-None-	2	5	1987-Present	Director of O.C.C. Plc.
			2001-Present	Director of People's Garment Plc.
			1985-Present	Managing Director of Champ Ace Co., Ltd.
-None-	1	2	2014-Present	Director of Pan Asia Footwear Plc.
			2011-Present	Director of Thai Itokin Co.,Ltd.
			2009-Present	Director of Wien International Co.,Ltd.
-None-	-None-	2	2014-Present	Director of WBLP Co.,Ltd.
			2008-Present	Director & Advisor of International Leather Fashion Co., Ltd.
			Former	- Manager, Bank of Ayudhya Plc. - Director, Bumrungrad International Hospital.
-None-	1	4	1983-Present	Director of People's Garment Plc.
			1984-Present	Managing Director of Thai Arusu Co., Ltd.
			1996-Present	Managing Director of DF Inter Co., Ltd.
-None-	-None-	4	Present	Executive Director of Thai Wacoal Plc. Managing Director of SRP Nanasi Co., Ltd. Managing Director of MIT Pathana Homeshopping Co., Ltd.
- Husband of Kityaporn Chaitavorn-sathien	-None-	2	Present	- Director of Yumsaap Co., Ltd. - Director of WBRE Co., Ltd.
- Son-in-law of Boonkiet Chokwatana				

Profiles of Directors, Executives and Regulators (Cont.)

Name / Position / Appointment Date	Age (Years) **	Education	Training Background	*Proportion of Shareowning At 31 Dec 2014 ***(%)
24. Pairoj Hirunwongsawang	62	Bachelor of Science in Statistics	-None-	0.002
Vice President Sales		Ramkhamhaeng University		
Administration Division				
1 July 2005				
25. Anuchit Jureegasa	56	Bachelor of Marketing University of Hartford,	-None-	-None-
Vice President		Connecticut, U.S.A.		
1 June 2013				
26. Sawat Posinsomwong	47	- MBA Assumption University.	-None-	-None-
Vice President		- Bachelor of Business Administration		
1 November 2014		Assumption University		

Relationship of Directors and Executives	No. of companies engaged as director		Work Experience in the past 5 years	
	Listed Company	Non-Listed Company	Period	Major Experience
-None-	-None-	10	Present	- Chairman of Eastern I.C.C. Co.,Ltd. and Paknumpo Wattana Co.,Ltd. - Director of Intanin Chiangmai Co., Ltd. - Director of Intersouth Co., Ltd. and Can Co.,Ltd. - Director of Sun and Sand Co.,Ltd. and Koraj Wattana Co.,Ltd. - Director of Maharachapreuk Co.,Ltd. and Tsuruha (Thailand) Co.,Ltd. - Director of Tiger Distribution & Logistics Co.,Ltd.
-None-	-None-	-None-	Former	- Director of AEC Center,Thai Beverage Plc. - Vice President, Office of the President , Thai Beverage Plc. - Vice President, Office of Corporate Communication, Thai Beverage Plc. - Marketing Director Siam Pan Plc. - Managing Director of Video International Co.,Ltd.
-None-	-None-	-None-	2014-Present	Vice President of I.C.C. International Plc.
			2010-2014	Managing Director, Swarovski (Thailand) Ltd.

Details of the directors of the subsidiary

Name of Directors		Subsidiaries Company	
		WBRE	AMD
1. Mr.Boonkiet	Chokwatana	A	
2. Mr.Viritpol	Chaithavornsathien	F	
3. Mr.Vichai	Kulsomphob	F	
4. Mr.Nuttaphat	Petchratanaporn	D	
5. Mrs.Kobsuk	Sangsawat	F	
6. Mr.Michel	Testard		D

Note : WBRE = WBRE Co., Ltd. AMD = Amis Du Monde SARL A = Chairman D = Managing Director F = Director

Highlights of the Year

Annual Report 2014

Data	2014	2013	2012
Per share data (baht)			
Net profit	1.88	2.36	3.61
Book value	54.14	52.61	54.59
Market price	39.50	39.00	42.00
Dividend	*1.05	1.20	1.25
Financial position analysis			
Liquidity ratios (times)			
Current ratio	3.26	3.42	2.69
Quick ratio	1.07	1.02	0.81
Leverage ratios (times)			
Debt-equity ratio	0.17	0.17	0.21
Time interest earned ratio	**N.M.	107.05	248.55
Efficiency ratios			
Accounts receivable turnover (times)	6.78	6.73	6.90
Collection period (days)	53.10	53.47	52.20
Inventory turnover (times)	1.87	1.90	2.04
Inventory coverage (days)	192.76	189.13	176.30
Fixed assets turnover (times)	3.64	4.16	4.44
Total assets turnover (times)	0.69	0.75	0.80
Profitability ratios			
Net profit (millions baht)	545.19	684.55	1,050.44
Return on sales (%)	4.34	4.91	7.29
Return on equity (%)	3.51	4.39	7.07
Return on total assets (%)	3.00	3.69	5.85
Price earning ratio	21.01	16.53	11.63
Growth (%)			
Percentage increase (decrease) of sales	(9.72)	(2.55)	6.64
Percentage increase (decrease) of net profit before tax	(24.59)	(36.70)	15.97
Percentage increase (decrease) of total assets	3.74	(7.78)	15.71
Percentage increase (decrease) of equity	2.91	(3.95)	14.73
Percentage increase (decrease) of numbers of employees	(9.04)	(2.60)	3.68

* The Board of Directors' Meeting has resolved to pay dividend Baht 1.05 per share and to submit this agenda for approval at the Annual General Shareowners' Meeting to be held on April 27, 2015.

** Result is not meaningful.

Note : In 2013 and 2014, using the Financial statements in which equity method is applied and Consolidated financial statements in calculation, respectively.

Dedication to Presenting Happiness and Beauty to People

I.C.C. INTERNATIONAL Public Company Limited originated from the commitment of only 7 employees in 1964 under the name of International Cosmetics (PIAS) Limited Partnership with registered capital of 100,000 Baht as the licensed distributor of PIAS cosmetics. In 1965, the Company changed its name to International Cosmetics (PIAS) Co., Ltd. and subsequently to International Cosmetics Co., Ltd. in 1973, with a total of 1,200 employees.

In 1994, the Company was listed as a public company with the Commercial Registration Department, Ministry of Commerce and, in 1996, it changed its name from International Cosmetics Public Company Limited to I.C.C. INTERNATIONAL Public Company Limited along with the change of its logo.

The corporate headquarters is presently a six-storey twin building near the original office site on Sathupradit Road and employs a total of 7,065 staff, with registered capital of 500 million Baht, 290.63 million Baht of which is paid up.

Taking Special Care of Customers and Extending Convenience to All Regions

The Company has cooperated with its alliances in major provinces to facilitate and render services to its customers more closely.

1977	Chiang Mai :	Intanin Chiang Mai Co., Ltd.
	Song Khla :	Inter South Co., Ltd.
	Khon Kaen :	Can Co., Ltd.
1988	Phuket :	Sun and Sand Co., Ltd.
1991	Chonburi :	Eastern I.C.C. Co., Ltd.
1992	Nakhon Ratchasima :	Koratwatana Co., Ltd.,
1995	Nakhonsawan :	Paknumpowatana Co.,Ltd.
1996	Pitsanulok :	Maharachapruerk Co., Ltd.

Responding to Everyone and Every Lifestyle with Quality Products

From its beginnings as the licensed distributor of PIAS cosmetics and the expansion of its business base into other products and brands, namely “WACOAL” lingerie from Japan, including “ARROW” men’s wear. The Company, as a leader in its field, has created innovations, and always presented the market with modern quality goods as well as services. At present, the Company is distributor of a variety of products under more than 100 brands encompassing cosmetics, perfumery, lingerie, women’s wear, men’s wear, men’s underwear, sportswear and equipment, leatherwear, timepieces, household goods, food, medical supplies, food supplements and drinking water, etc.

Moreover, the Company has expanded its business into service industry for example;

- ICC Call Center is a service unit of the Customer Relations Information Centre which focuses on effective communications to provide ultimate customer satisfaction through professional care by our top quality team of personnel and comprehensive services, whether involving inbound or outbound modern technologies including provision of service model analysis according to the type of business. The Call Center is able to support business expansion and create numerous benefits.
- His & Her Plus Point: the program invites the Company’s customers to join the program and give the special privileges for members by collecting the points from purchase of the Company’s products at sales counters nationwide. Member receives one point for every Baht 25 purchase and the collective points can be redeemed for gifts in catalogue or for other privileges especially prepared only for the members.
- His & Her Shop: The retail shop that congregates the Company’s fashion products by decorating the store in modern and warm atmosphere and provides the customers with the best service. At the end of 2014, there are 88 His & Her shops nationwide.
- His & Her ShopSmart: the lifestyle shopping catalogue. Customers can place their order via telephone, website, fax and postal service. The goods can be delivered door to door to response to the modern and comfortable lifestyle.

- ICC Line Official Account was set up in response to on-line demand for a channel of communication in the social network system to create awareness and sharing of information, news and promotions of products of ICC

Stepping Far and Forward in New Creations for Customers

- FELIX BUHLER smart casual apparel and accessories, including riding gear, is the answer to those customers who have a love of horses and riding.
- CLUB DSN is a multi label fashion store which combines fashion stories, lifestyles and living trends, as well as art and design featuring famous brands which are well-known overseas and leading designers from all around the world in rotation throughout the year. CLUB DSN showcases a selection of men's wear, women's wear and jewellery in luxurious styles which encompasses unique and distinctive modern designs with high quality.
- BSC WATCH fashion watches with Chinese astrological designs representing good fortune to enhance prosperity of the wearer and convey timeless meanings.
- MIZUNO SWIMWEAR a leading world-class swimwear brand imported from Japan, is striking as an expert in swimwear and water sports innovation, most significantly as the brand of swimwear trusted by innumerable Olympic athletes.
- BSC WATER SPORT the swimwear brand for those who love to exercise and have their own distinctive lifestyle, with a sport chic design which allows the wearer to feel in trend and confident while engaging in water sport exercises.
- ENFANT presents a wide collection of children's products under the concept "Healthy and Safe" with a selection of products made from organic and natural materials and ingredients which are safe and gentle for sensitive skin, and provide nourishment and protection for effective hygiene. The products especially developed and carefully selected include Enfant Organic Moisturizing Lotion, Enfant Organic Moisture Shampoo and Hair Conditioner, Enfant Surface & Accessory Cleaner and Enfant Organic Moisturising Wipes.

Increasing registered capital

1966	Registered capital is increased to Baht 1.5 million.
1972	Registered capital is increased to Baht 3 million.
1978	Registered capital is increased to Baht 12 million and the Company is listed on the Stock Exchange of Thailand.
1979-1987	Registered capital is increased to Baht 82.5 million.
1988	Registered capital is increased to Baht 300 million with a paid-up capital of Baht 110 million. Par value of ordinary shares convert from Baht 100 to Baht 10 per share.
1989	Registered capital is increased to Baht 500 million with a paid-up capital of Baht 120.45 million.
1993-1995	Call for more paid-up capital of Baht 26.63 million. Paid-up capital is increase to Baht 147.08 million.
1996	Paid-up capital is increased to Baht 290.63 million.
2003	Ordinary share value is split from Baht 10.- to Baht 1.- per share.

Securitization

1987	First debentures is issued at the amount of Baht 50 million.
1989	First convertible debentures are issued at the amount of Baht 120 million.
1990	Second convertible debentures are issued at the amount of Baht 200 million.

Company's Awards received

1988	Company receives "The 2 nd TOKYO CREATION AWARD" from Japan for outstanding Creativity in South East Asia for the promotion and development of Thai apparel.
1999	The Company is accredited with ISO 9002 for its standard of quality management system in Greater Bangkok and surrounding areas by SGS Yarsley International Certification Services, a division of SGS United Kingdom Ltd.
2000	The Company receives nationwide ISO 9002 certification for the standard quality management system of all its products from SGS Yarsley International Certification Services, United Kingdom.
2003	The company is accredited on January 21, 2003 with new version of ISO 9001 : 2000 for the standard quality management system of all its products nationwide from SGS Yarsley International Certification Services, United Kingdom.

2012 ICC won INVESTORS' CHOICE AWARD, thanks to the top 100 score for assessment of Annual General Meeting arrangement for 4 consecutive years (2009-2012), by the Thai Investors Association, under the Right Protection Volunteer Project.

Executives' Awards received

1991 "THE OFFICIER DE L'ORDRE NATIONAL DU MÉRITE" decoration is bestowed on the Chairman, Mr. Boonsithi Chokwatana by the President of France for the promotion of French Products in Thailand.

1994 An honorary doctorate degree in Environmental Engineering is bestowed on the Chairman, Mr. Boonsithi Chokwatana by Khon Kaen University.

1995 An honorary doctorate degree in Business Administration is bestowed on the Chairman, Dr. Som Chatusripitak by the Faculty of Commerce and Accountancy of Thammasat University.

1996 The Knight Grand Cross (First Class) of the Most Admirable Order of the Direkgunabhorn is Bestowed on Vice Chairman, Dr. Boonsithi Chokwatana.

1998 The Prime Minister's Trade Award is bestowed on Dr. Boonsithi Chokwatana, Vice Chairman by Prime Minister of Japan to honor him as a Thai entrepreneur who helps promote trade relationship between Thailand and Japan.

1999 Vice Chairman Dr. Boonsithi Chokwatana is honored as "Marketer of the year 1998" for marketing innovation, corporate performance, competence in adapting marketing theories and ethics.

2001 Dr. Boonsithi Chokwatana, Vice Chairman, is conferred with an honorary doctorate degree in Business Administration from the College of Commerce, Burapha University.

2002

- The Order of the Sacred Treasure, Gold Rays with Neck Ribbon, was conferred on Dr. Boonsithi Chokwatana, Vice Chairman of the Company, in his capacity as a Thai businessman who has long established a good relationship in doing business with Japanese businessmen.
- An honorary doctorate degree in Business Administration from the Faculty of Commerce and Accountancy, Thammasat University, was conferred on Dr. Boonsithi Chokwatana, Vice Chairman of the Company.

2003

- Company's president, Mr. Boonkiet Chokwatana has been bestowed a French decoration "Chevalier dans l' Ordre National de la Légion d'Honneur" as being a Thai business person who has consistently helped promote French products in Thailand.
- An honorary doctorate degree in Business Administration (Management) is bestowed on the president, Mr. Boonkiet Chokwatana from Sripatum University.

2004 Dr. Boonsithi Chokwatana, Vice Chairman, was bestowed an honorary doctorate degree of Business Administration from National Institute of Development Administration.

2005

- Dr. Boonsithi Chokwatana, Vice Chairman of the company, received an honorary doctorate degree in marketing, from Thai Chamber of Commerce University.
- Dr. Boonkiet Chokwatana, Chief Operating Officer, received an honorary doctorate degree in Business Administration from Burapa University.

2006 Dr. Boonsithi Chokwatana, Vice Chairman, honoured with election to the 2006 Marketing Hall of Fame by the Marketing Association of Thailand.

2009

- Dr. Boonsithi Chokwatana, Vice Chairman, received honorary doctorate degree in Laws from Waseda University, Japan.
- Dr. Boonkiet Chokwatana, President and Executive Chairman, received honorary doctorate degree in Business Administration from Naresuan University.

2012 Dr. Boonsithi Chokwatana, Vice Chairman, received an Honorary Doctoral Degree in Science (Textile and Garment), from Rajamangala University of Technology Krungthep.

ICC and ASEAN Economic Community (AEC)

Thailand's cooperation with other nations in international trade has been in place for centuries. In particular, trade relations with the neighboring countries under the ASEAN Economic Community (AEC) and Greater Mekong Sub-regional (GMS) Economic Cooperation have contributed greatly to Thailand's trade along the borders. From the initial stage of establishment 47 years ago, the ASEAN economic value totaled USD 2,318 million, with total population of 184 million. Now, economic value of the 10 member nations totals USD 2.4 million, with total population of 625 million.

The Greater Mekong Sub-regional Economic Cooperation involves cooperation among 6 member nations, i.e. Thailand, Myanmar, Lao PDR, Cambodia, Vietnam and Southern China (Yunnan). Established since 1992, the sub-region connects three major parts of Asia, i.e. South Asia, East Asia and Southeast Asia. It is resource-rich, with total population of 250 million. Thailand borders to 4 nations, i.e. Cambodia, Lao PDR, Myanmar and Malaysia, with the border lines of approximately 5,656 kilometers and total population of 105 million. Border trade of Thailand tends to rise with all partners, especially Myanmar, Cambodia and Lao PDR, thanks to their ongoing economic development. Realizing the fact that over 26 percent of Thailand's exports were shipped among the ASEAN nations, the company has promoted trade with the neighboring nations, notably, Myanmar, Lao PDR and Cambodia for more than 20 years, and annual export value tends to rise every year.

As the ASEAN Economic Community will commence according to the member nation's agreement by late 2015, the company has established its product distribution center in Cambodia by early 2014. Other upcoming moves will involve establishment of joint trading companies for sales and logistics management of ICC products in the neighboring countries, especially the CLMV bloc. ICC holds copyrights for sales of these products. The products due for shipment to the ASEAN Economic Community will be products under its own brand names and products from abroad under copyrights for sales, such as BSC, Arrow, Wacoal, Guy Laroche, Naturalizer, Regal, Elle, Itokin, Absorba, How, Jean Louis Scherrer, Louis Fontaine, Mix-Self, Wacoal Blouse, Enfant, Little Wacoal, Kullastri, Mizuno, Excellency, Cool Metropolis, Getaway, and Le Coq Sportif. Some brand names, under copyrights from abroad may not be in effect for sales in some countries, such as Singapore, Indonesia, Malaysia and Vietnam, etc.



At present, in addition to product quality and sales promotion, ensuring long-term business success also requires strengthening close relations with customers as customer satisfaction is the heart of business operations.

I.C.C. INTERNATIONAL Public Company Limited is well aware of the importance of promoting good relations with its customers and, therefore, established the “Customer Relations Centre” as a channel of communication with them and to serve as a medium in creating a positive brand image as well as providing accurate information to clients.

Customers who may have comments, suggestions, complaints and criticism can contact the Centre at tel. 0-2294-4999 or via the pre-paid business response mail available at all the sales counters nationwide which they can send in by post free of charge.

Moreover, our customers can contact the Centre via the internet at email address : services@icc.co.th. which is under the responsibility of our information technology department.

The operation of the Customer Relations Centre is carried out in collaboration with the business side of operations. In cases where the Centre can answer the queries and resolve problems and complaints by itself, it would do so immediately. However, if the cases involve other departments in the business operation, then the matters would be referred to the relevant department for further action.

The operation of the Customs Relations Centre has enabled the Company to become more aware of customers' views and needs and utilise the information to further develop products and services to enhance customer satisfaction, organize marketing activities as well as expand more diverse sales channels to adequately respond to all target groups. The Customer Relations Centre is also a channel for those seeking investment information, or shareholders wishing to communicate their grievances or suggestions to the Company.

HIS & HER

ICC International Public Company Limited, a member company of Saha Group, is a legitimate distributor of products of many global brand names, such as WACOAL, ARROW, LACOSTE, BSC COSMETOLOGY, DAKS, ELLE, GUY LAROCHE, MIZUNO, NATURALIZER, ITOKIN, to name a few. It also distributes some original brand names, still remaining popular in the market, for instance, BSC, ST. ANDREWS, RAIN FLOWER, SHEENE', BSC PURE CARE, ARTY PROFESSIONAL, etc., all of which show premium quality and complete response to the diverse needs of buyers. They are well known among buyers both at home and abroad.

The Company has developed longtime experience and intention to create products and services at world-class standards, which have been well applauded by valued customers in all regions across the nation. Thus, it has placed significant emphasis on the creation of cordial relationships with customers, being ready to provide them with well-justified product quality and all privileges from the Company. To reflect its sincerity to the valued customers, His & Her Plus Point Card Project has been initiated, allowing the customers to accumulate their happiness and bonus points when subscribing for membership of His & Her Card.

His & Her Plus Point Card

Customer Relations Card: His & Her Plus Point Card for Accumulation of Reward Points and Happiness: This is a card filled with unsurpassed privileges, responsive to all lifestyles and a wide variety of products from the SAHA Group. It aims primarily at ensuring satisfaction of products and services. His & Her Plus Point Card now has 2 million members all over the nation.

The total subscription of His & Her Plus Point Card has increased continuously, reflecting greater worthiness from purchase of goods of the Company. Other benefits included privileges from accumulation of reward points, for redemption of many premium products and privileges, convenient subscription method, and accesses to plenty of information channels. They are, for instance, His & Her Call Center, IVR system, SMS, www.hisherpoint.com, www.hisherpoint.com, and www.facebook.com/hisherpoint.

The Company also cooperated with business allies in offering some unsurpassed and exclusive privileges for His & Her Plus Point Card to render the highest benefits and values to the customers.

In the future, the Company will strive for creating the cordial relationships with customers all over the nation, together with ensuring greater worthiness of the privileges, as demanded by His & Her Plus Point Cardholders, in order to fill up their shopping aspirations with value and happiness.

The more you shop, the more Reward Points you will gain. His & Her Plus Point Cardholders can redeem their Reward Points as discounts for purchase of ICC products, available in 60 renowned brand names, or redeem the Reward Points for special and premium giveaways exclusively provided for His & Her Plus Point Cardholders only.

The Company has facilitated its customers in applying the card, by simply showing their intent for card application at department store counters or any shops displaying the His & Her Plus Point logo all over the country, and they can enjoy worthy shopping right away.

In order to facilitate selection of goods, ICC opens the new and easy shopping channels, through His & Her ShopSmart catalogue, TV and website (www.hishershopsmart.com), where there are more than 700 high quality products with exclusive designs, ranged from imported goods with complete functions that meet all lifestyles under the Only @ ShopSmart logo, available only at His & Her ShopSmart. Products offered for sales are, i.e. electrical appliances, kitchenware, home care and décor, IT products, educational toys, as well as health and beauty products. Also available are renowned fashion products of leading brand names, such as WACOAL, ARROW, BSC and many more. Orders can be made 24 hours a day, plus nationwide delivery and guaranteed satisfaction with return option in 7 days. Buyers can also earn 1 His & Her Plus Point from every purchase of 25 Baht.

All these are the new marketing trend, initiated and developed continuously by the Company to make your shopping easy and fun. It is a return of profits to customers in honor of their continuing trusts in our product quality. His & Her Plus Point card will enhance our solid tread ahead to ensure the highest satisfaction for our valued customers.

**Apply for His & Her Plus Point card at
ICC counters in department stores nationwide
His & Her Call Center 0-2296-9900
www.hisherpoint.com**





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INTERNET



CATALOG

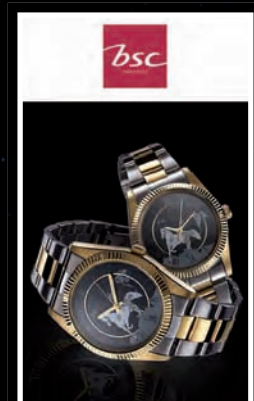
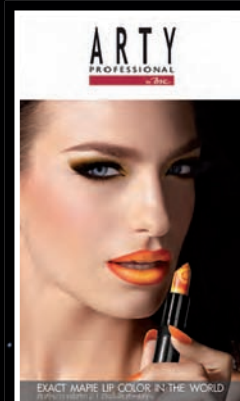
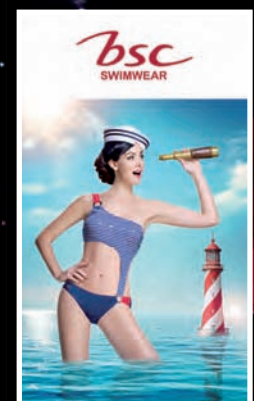
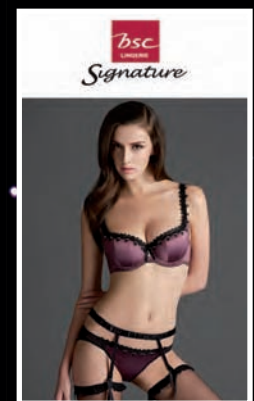
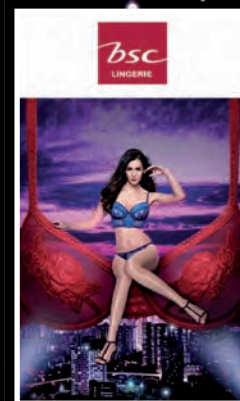
พบหลากหลายสินค้าคุณภาพ ครบฟังก์ชั่น...

ตั้งแต่สินค้าเข้า Only@shopsmart, สินค้าแฟชั่น, สินค้าไอที,
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สินค้าดูแลสุขภาพ, ของเด็กเล่นเสริมทักษะ และสินค้าคุณภาพ
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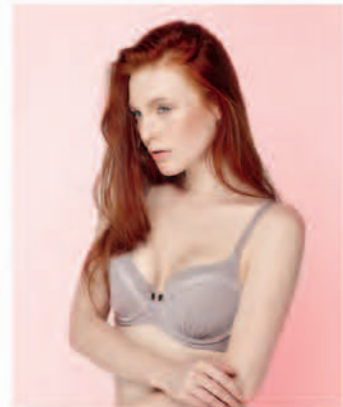


Mood



Wacoal

Beauty Cup



DIAMOND
YOU ARE DIAMOND



Glam
the glam body line

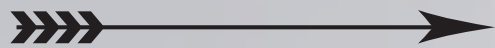


born to be...
BRABERRY



Beauty Inside

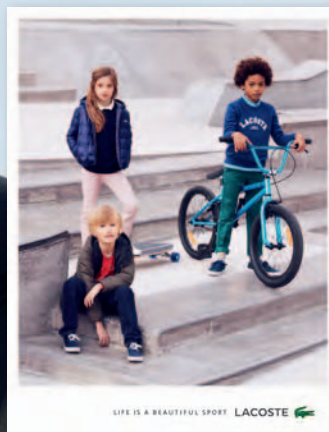
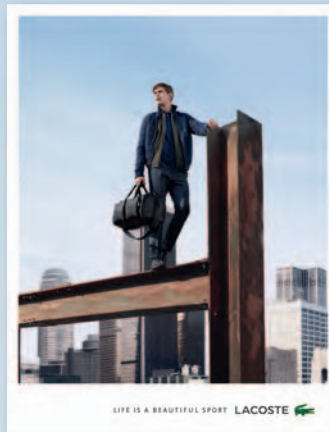
ARROW



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By Appointment
To Her Majesty The Queen
Daks Limited
London



By Appointment
To H.M. The Duke of Edinburgh
Daks Limited
London

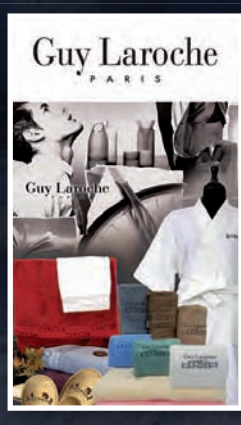
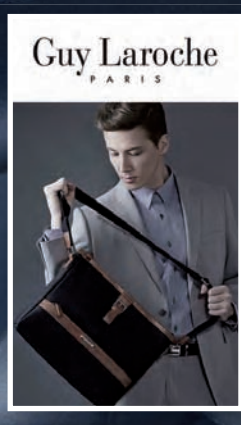
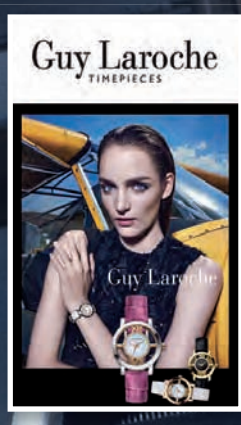
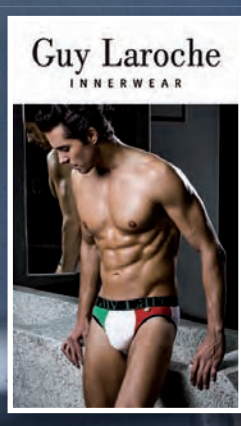


By Appointment
To H.M. The Prince of Wales
Daks Limited
London

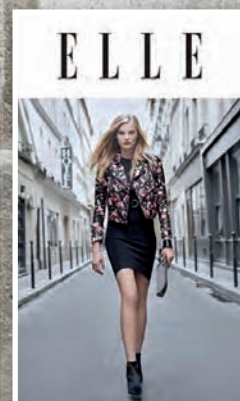
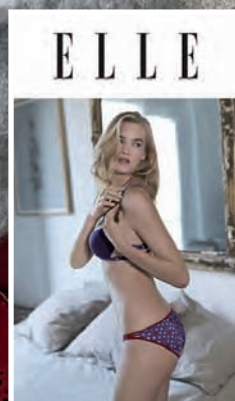
DAKS
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Guy Laroche

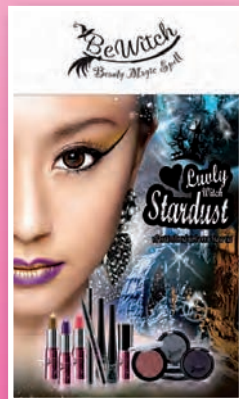
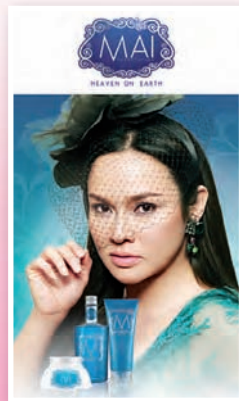
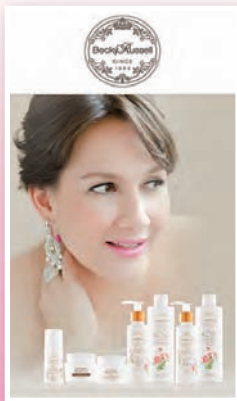
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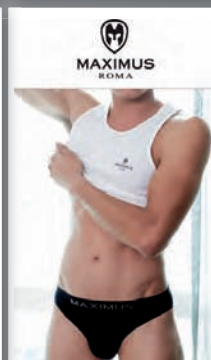
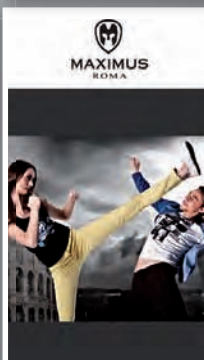
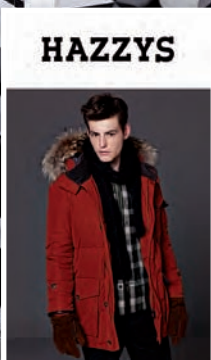
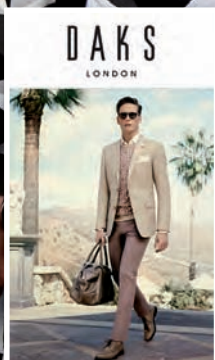
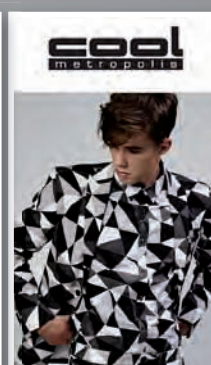
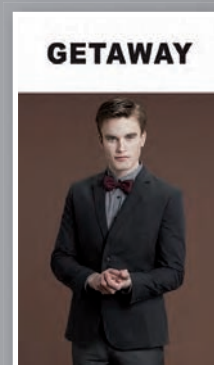
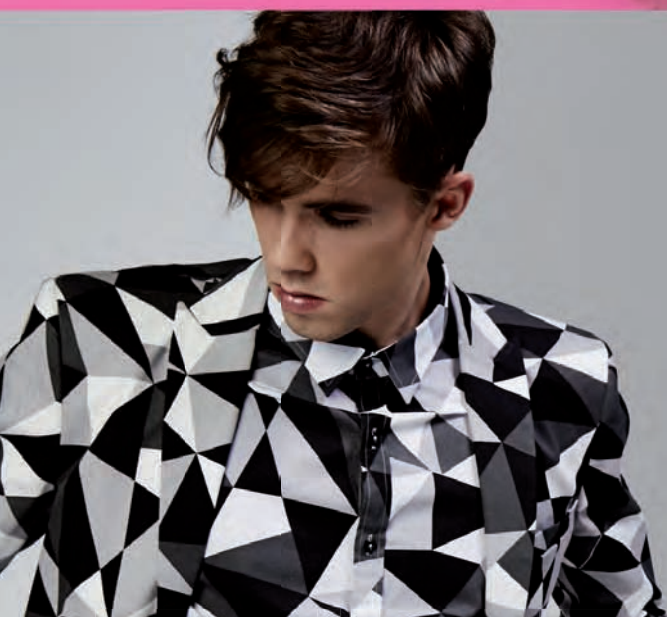
ELLE & ELLE|HOMME



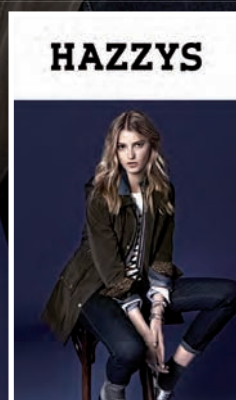
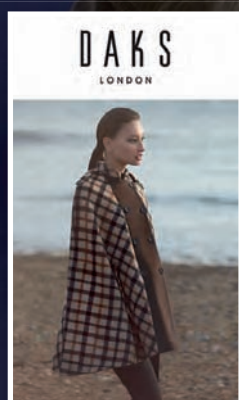
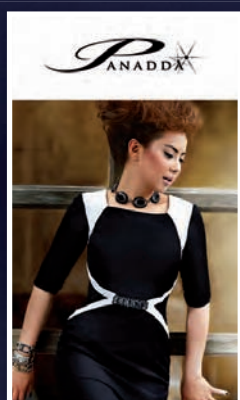
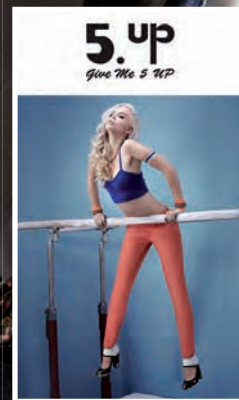
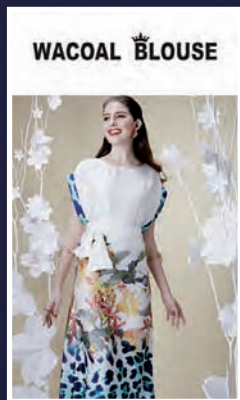
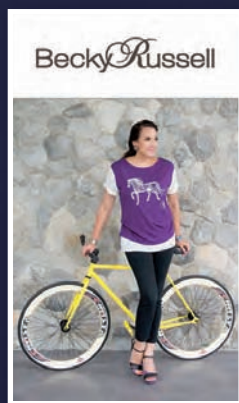
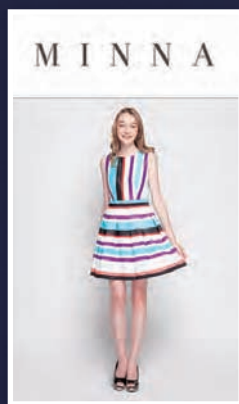
Cosmetics and Personal Care

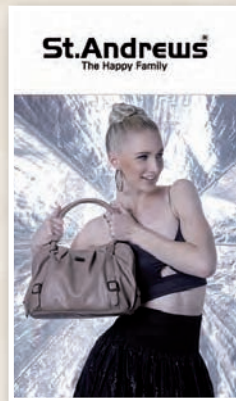
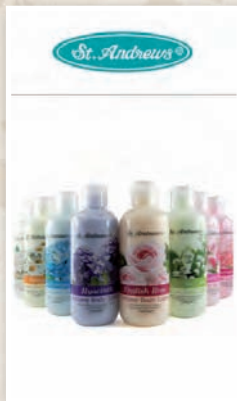


Men's Apparel

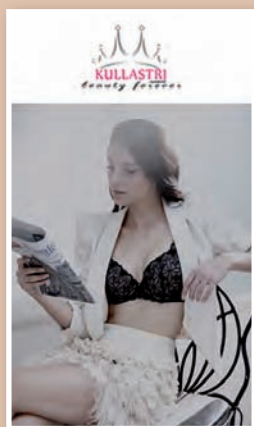


Women's Apparel

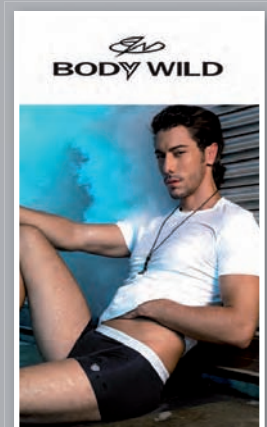
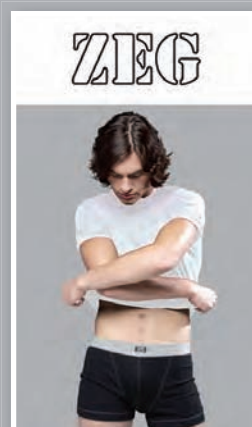




Women Lingerie



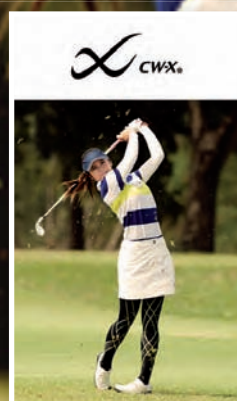
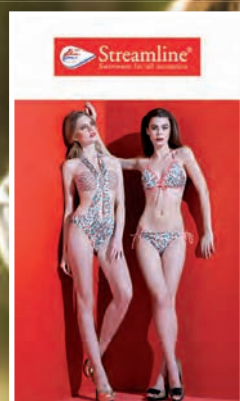
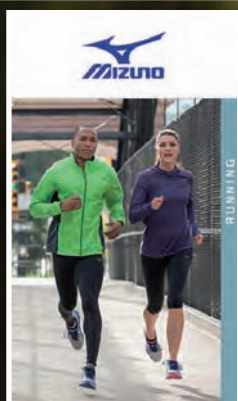
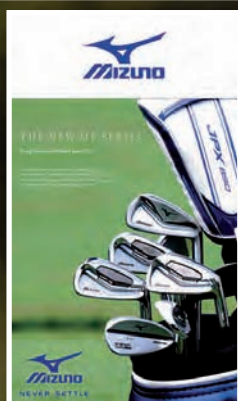
Men's Inner Wear



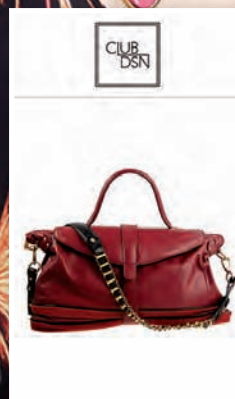
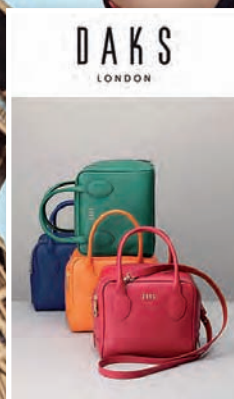
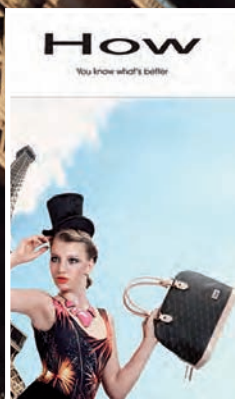
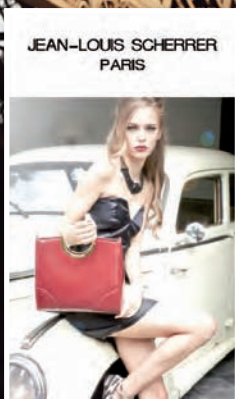
Children's Apparel and Baby Equipment



Sport Goods



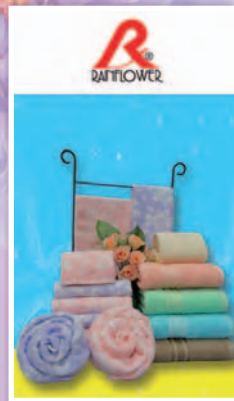
Bags



Shoes



Household Product



www.icccallcenter.com Tel. 02 296 9994



Creativity and Initiative form the Heart of Business

"In doing business, one must continually develop creativity because being bound to old ways of thinking while times have changed is equivalent to blocking business growth.

Being a trader means always striving to find new and original sales promotion measures ahead of others. Don't just rely on theory found in textbooks. Knowing the rules without application of experience is futile. A good example is when I sponsored the televised Chinese opera of Bao Zheng, the legendary magistrate of ancient China, and decided to introduce a new product, BAO detergent, under the slogan "Honest and Fair" which seemed to go against the impression of many marketing experts. However, it turned out that BAO detergent gained high market share and was very competitive with other more established brands.

Initiative spurs competitiveness because competitiveness creates enthusiasm and promotes further creativity to always start something original and new. Thus the Company is never idle and business will prosper."

Dr. Thiam Chokwatana Founder & First Chairman of Saha Group

Born : June 14, 1916 in Bangkok.

Died : June 29, 1991 in Chonburi.

Honors Received :

1. Decorations

- 1963 : The Most Noble Order of the Crown of Thailand (Fifth Class)
- 1978 : The Most Noble Order of the Crown of Thailand (Fourth Class)
- 1979 : The Most Exalted Order of the White Elephant (Fourth Class)
- 1981 : The Most Exalted Order of the White Elephant (Third Class)
- 1982 : The Most Noble Order of the Crown of Thailand (Second Class)
- 1985 : The Third Order of the Sacred Treasure from Japan.

2. Other Honors

- 1985 : An Honorary doctorate degree in Business Administration from Srinakharinwirot University.
- 1988 : A Thai Marketing Man of The Year Award (Hall of Fame)
- 1989 : An Outstanding Thai Industrialist Award.

Corporate Business

The Company was established in 1964 as International Cosmetics (PIAS) Part., Ltd., with registered capital of 100,000 Baht and 7 employees, to serve as the legitimate distributor of PIAS cosmetics. Then it was renamed to International Cosmetics (PIAS) Co., Ltd., in the following year. Since 1970, the Company has expanded its product lines to serve as the legitimate distributor of women's lingerie brand "WACOAL", "ARROW" Men's apparel, and many more. In 2005, the company launched a cosmetic product named "BSC COSMETOLOGY" under Saha Group brand for international marketing. The company has continued producing innovative products at all times. Presently the company is the legitimate distributor of over 100 branded name products, covering cosmetics, fragrance, lingerie, women's wear, men's wear and innerwear, sport wear and equipment, children's wear, leather products, watches, home appliances, foods, drugs, food supplements, drinking and spring water, etc. The company has cooperated with its 8 business alliances in major provinces to facilitate and render services to its customers more closely as follow :

Chiang Mai	Inthanin Chiang Mai Co., Ltd.
Songkhla	Inter South Co., Ltd.
Khon Kaen	Can Co., Ltd.
Phuket	Sun and Sand Co., Ltd.
Chonburi	Eastern I.C.C. Co., Ltd.
Nakhon Ratchasima	Koratwattana Co., Ltd.
Nakhonsawan	Paknampowattana Co., Ltd.
Phitsanulok	Maharachapruet Co., Ltd.

I.C.C. International Public Company Limited is the leader in distribution of fashion from both imported foreign brands and also from innovation of the Company and its affiliates. The corporate main industries are cosmetics and perfumeries, hair and skin care products, full line of textile and garment industries including underwear, outerwear, sportswear, apparel for physical exercise, fabric care and leather goods, etc.

The Company runs a wholesaling and retailing business with both domestic and international distributors. The corporate core merchandises are mainly products related to beauty, as stated in the company's motto "We make people happy and beautiful."

Moreover, the Company has expanded its business into service industry for example ;

- ICC Call Center
- His & Her Plus Point : the program invites the Company's customers to join the program and give the special

privileges for members by collecting the point from their purchase of the Company's products at sales counters nationwide. Member receives one point for every Baht 25 purchase and the collective points can be redeemed for gifts in catalogue or for other privileges especially offered only to members.

- His & Her Shop : The retail shop that assembles the Company's wide-range of fashion products by decorating the store in modern style.
- His & Her ShopSmart : the lifestyle shopping catalogue. Customers can place their order via telephone, website, fax and postal service. The goods can be delivered door to door to response to the modern and comfortable lifestyle.

New Business and Products 2014

- FELIX BÜHLER smart casual apparel and accessories, including riding gear, is the answer to those customers who have a love of horses and riding.
- CLUB DSN is a multi label fashion store which combines fashion stories, lifestyles and living trends, as well as art and design featuring famous brands which are well-known overseas and leading designers from all around the world in rotation throughout the year. CLUB DSN showcases a selection of men's wear, women's wear and jewellery in luxurious styles which encompasses unique and distinctive modern designs with high quality.
- BSC WATCH : fashion watches with Chinese astrological designs representing good fortune to enhance prosperity of the wearer and convey timeless meanings.
- MIZUNO SWIMWEAR, a leading world-class swimwear brand imported from Japan, is striking as an expert in swimwear and water sports innovation, most significantly as the brand of swimwear trusted by innumerable Olympic athletes.
- BSC WATER SPORT: the swimwear brand for those who love to exercise and have their own distinctive lifestyle, with a sport chic design which allows the wearer to feel in trend and confident while engaging in water sport exercises.
- ENFANT presents a wide collection of children's products under the concept "Healthy and Safe" with a selection of products made from organic and natural materials and ingredients which are safe and gentle for sensitive skin, and provide nourishment and protection for effective hygiene. The products especially developed and carefully

selected include Enfant Organic Moisturizing Lotion, Enfant Organic Moisture Shampoo and Hair Conditioner, Enfant Surface & Accessory Cleaner and Enfant Organic Moisturizing Wipes.

Vision / Mission / Target or Strategy of work

The Board of Directors recognizes the significance of the Company's optimum performance, thereby participating in defining the company's vision/mission as to ensure that both executives and staffs at all levels share the same business goals and direction, which are reviewed on a yearly basis.

Vision

We are committed to being the leading Thai company moving forward into international markets, with strong dedication to creating new innovation and substantial development. While at all times adhering to moral ethics, for a sustainable future.

Mission

1. To develop the entire supply chain process, from upstream manufacturers, through to the retailers, by focusing on logistics systems, warehouse management, transportation, and information technology tracking systems, for quick and accurate customer response.
2. To respond to customers' needs, and create new innovation for products, services, and distribution channels.
3. To operate our business ethically with partners and customers, by building up trust and collaboration, for sustainable growth of our business. Also, honestly giving due consideration to the benefits of all stakeholders.
4. To adhere to good corporate governance, by encouraging ethics and morality in business operations, along with inclusion of good corporate responsibility toward society and the community.
5. To promote the Company's resource development, in paving the way for developing business operations into international markets.

Due to globalization and trade liberalization, most private business enterprises in Thailand have encountered rising competition by both domestic and overseas competitors who recognize the promises of the Thai market.

Realizing the significance of marketing strategies and competitiveness of either rivals in the same business or other businesses, both domestic and from overseas, the Board of Directors have set a policy for executives and staff at all levels in order to attain the company's goals. This comprises :

1. Fight for Glory

- Deciding to fight
- Fighting alone can win

- Fighting without expectation from others
- Fighting as example for others
- Finding strategies to fight at all times
- Monitoring fighting results continuously and regularly
- Always adjusting fighting plan

2. Think positive

- Think that you can
- Think that you will definitely succeed
- Think that everyone will help
- Think that nothing will stop our success
- Think that our organization will prosper
- Think that we will definitely achieve our goals
- Keep thinking that success will be achieved and never use the word "but"

3. Discipline

- In speaking
- In listening
- In thinking
- In deeds
- In follow-up
- In matters relating to time
- In financial matters

4. Faith

- In yourself
- In the supervisor
- In subordinates
- In colleagues
- In the organization
- In the nation

5. Readiness in

- Thinking
- Awareness of Change
- Assessment
- Decision Making
- Drawing conclusion
- Response
- Action
- Improvement

6. Integrity

- In yourself
- With others
- With the organization
- In society
- In nation
- To the world

7. Unity

- In effort
- In heart

- In thoughts
- In actions
- In fights
- In solving problems
- In building success
- Unity in actions as well as spirits

Apart from human resources development, the Company has continued to create as well as seek new business opportunities in both existing types of business and others which the Company may have not yet engaged but could be suitable for its future expansion under market conditions.

In compliance with the Government's policy of the minimum 300 baht daily wage, the Company strives to develop effectiveness of our sales force in order to increase work efficiency.

Business Target

The Company aims to establish new brand products and to develop both the quality and design of its current products to meet the changing needs of customers. It also aims to expand the number of the existing sales channels into new areas, such as On-Line Business, OMNI Channel, retail shops, specialty shops, etc., in order to enhance the competitiveness of our key products, such as apparel, cosmetics, bags, shoes, sports equipment, lingerie, products for kids and washing products, as well as extending the distribution network to both domestic and international markets. ICC also constantly endeavors to reduce production costs for both products sourced locally and imported from abroad in order to increase their marketing potential which would, in turn, increase profit the Company.

Future Project

The Company has set a policy to establish new brand products and to expand the On-Line Business and Specialty channel under our management in order to meet the current market situation and the changing behavior of new generation of consumers as well as introducing other products to serve a wider and more diverse customer base.

Conglomerate Structure

1. The Company has two subsidiary companies and acquiring eight affiliated companies. Namely:

Name of companies	Type of business	Shares held by ICC (%)	
		Subsidiary companies	Affiliated companies
1. WBRE Co., Ltd.	Properties development	99.9994	-
2. Amis Du Monde Sarl. (France)	Trading products in France and abroad including Import and Export	81.92	-
3. Thai Itokin Co., Ltd.	Manufacturing and distributing women's wear	-	27.90
4. Worldclass Rent a Car Co., Ltd.	Operating car rental business	-	25.00
5. International Leather Fashion Co., Ltd.	Manufacturing genuine and artificial fashion leather goods	-	28.00
6. Issara United Co., Ltd.	Properties development	-	25.00
7. Boon Capitalholding Co., Ltd.	Operating investment business	-	32.00
8. Shop Global (Thailand) Co., Ltd.	TV Shopping (selling products via Satellite TV)	-	30.00
9. Canchana International Co., Ltd. (Kingdom of Cambodia)	Distribution of products	-	40.00
10. Nanan Cambo Solution Co., Ltd. (Kingdom of Cambodia)	Real Estate Investment	-	49.00

2. Shareowning in the company that may have conflicts of interest per notes of investment in related companies on page 151-155 of this Annual Report
3. Information about related, subsidiary and affiliated companies that operate the similar or related business and cross shareowning as of December 31, 2014 is as following:

Name of companies	Shares held by ICC (%)	The company's shares held in ICC (%)	Similar or related business	Cross Shareowning	Subsidiary companies	Affiliated companies
1. Saha Pathana Inter-holding Plc.	9.72	22.10	-	√	-	-
2. Sahapathanapibul Plc.	10.26	8.51	√	√	-	-
3. Thai Wacoal Plc.	4.93	3.80	√	√	-	-
4. Thanulux Plc.	11.09	3.44	√	√	-	-
5. O.C.C. Plc.	19.73	0.55	√	√	-	-
6. S & J International Enterprises Plc.	14.61	0.35	√	√	-	-
7. Textile Prestige Plc.	10.43	0.43	√	√	-	-
8. People's Garment Plc.	5.25	0.12	√	√	-	-
9. Far East DDB Plc.	10.64	0.29	√	√	-	-
10. First United Industry Co., Ltd.	9.12	0.35	-	√	-	-
11. I.D.F. Co., Ltd.	9.00	9.53	-	√	-	-
12. Tiger Distribution & Logistics Co., Ltd.	19.90	0.39	√	√	-	-
13. International Laboratories Corp., Ltd.	19.56	1.10	√	√	-	-
14. Thai Arusu Co., Ltd.	4.17	0.03	√	√	-	-
15. Pattaya Manufacturing Co., Ltd.	5.33	0.14	√	√	-	-
16. Lion Corporation (Thailand) Co., Ltd.	12.00	0.07	√	√	-	-
17. Kai I.T. Service Co., Ltd.	10.00	0.01	√	√	-	-
18. Thai Itokin Co., Ltd.	27.90	-	√	-	-	√
19. International Leather Fashion Co.,Ltd.	28.00	-	√	-	-	√
20. Shop Global (Thailand) Co., Ltd.	30.00	-	√	-	-	√
21. Canchana International Co., Ltd.	40.00	-	√	-	-	√
(Kingdom of Cambodia)						
22. Amis Du Monde Sarl. (France)	81.92	-	√	-	√	-

Remark : The Company has adopted the cross shareowning structure which is not contrary to the No. 14 of the Notification of Capital Market Supervisory Board No. TorChor 28/2551, Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

1. Nature of Corporate Business

I.C.C. International Public Company Limited is the leader in distribution of fashion brands from both imported and also from innovation of the Company and its affiliates. The corporate main industries are cosmetics and perfumeries, hair and skin care products, full line of textile and garment industries including underwear, outerwear, sportswear, apparel for physical exercise, fabric care and leather goods, etc

The Company also conducts wholesale business through shops and department stores both in domestic and international markets. Most of our company's products are in the line of fashion and beauty as can be described in our slogan "We make people happy and beautiful"

- Cosmetics and Perfumeries Industry

From the start of its incorporation in 1964, the Company's core business has been involved in the sales of cosmetics under the Japanese brand name PIAS. Since then, the Company has expanded our cosmetic business by continuously introducing various other brands, such as BSC PURE CARE, SHEENE', ARTY PROFESSIONAL, HONEI V, ST. ANDREWS. In October 2005, the Company introduced a new cosmetic brand-BSC COSMETOLOGY, under Saha Group brand for international marketing. The compact powder is the main product for advertising to create brand awareness within the target group. The celebrity and testimonial marketing approaches have been adopted by using celebrities as its presenter to stimulate trial need. Consumer behaviors have changed considerably in line with technology advancement, especially cloud technology. BSC COSMETOLOGY consequently added a new marketing approach through online channels, such as Facebook, now having more than 250,000 fan pages, which can be a major customer base for other marketing activities.

Realizing growth opportunities under the ASEAN Economic Community inauguration, the Company has started shipping out our famous cosmetic brand names, i.e. BSC COSMETOLOGY and SHEENE' as the very first cosmetics from Thailand stretching into AEC markets, starting from Vietnam and Cambodia. The Company, in fact, has prepared itself well for complete footings in these near abroad.

- Women's Wear Industry

The Company shows relatively high performance in lingerie market and now carries five brands of lingerie, which includes WACOAL, BSC, BSC SIGNATURE, ELLE and KULLASTRI. Our strategy to differentiate our products in the market is to create uniqueness for each brand. In addition, the Company has implemented a comprehensive marketing strategy covering all target groups by enhancing efficiency and innovations for increasing value added to all products.

- Men's Wear Industry

The Company is the distributor of men's wear under such brands as ARROW, EXCELLENCY, GUY LAROCHE, GUY GUY LAROCHE, DAKS, ELLE HOMME, LACOSTE, GETAWAY, BSC JEAN, BSC EX, ST.ANDREWS, MARINER, GUNZE, MIZUNO, LE COQ SPORTIF, MAXIMUS and HAZZYS. The main distribution channels are department stores in Bangkok and upcountry, with regular sales personnel providing product advices and after-sales services. A new distribution channel has also been opened in discount stores, as well as in shops that have opened in shopping malls.

2. Revenue Structure

The Company classified revenue as 3 principal segments are as follow :

Product lines	2014	%	2013	%	2012	%
Cosmetics, toiletries & perfumeries	1,387	11.04	1,545	11.33	1,643	11.40
Women's apparel	3,700	29.45	4,021	29.49	4,150	28.80
Men's apparel	3,253	25.89	3,725	27.32	3,742	25.97
Others	3,693	29.40	4,038	29.62	4,142	28.75
Other income						
Dividend income	333	2.65	385	2.82	352	2.44
Gain on disposal of assets	5	0.04	67	0.49	109	0.76
Share of profit of equity-						
accounted investees in associates	(a)	-	(a)	-	10	0.07
Others	192	1.53	153	1.12	261	1.81
Total	12,563	100.00	13,934	100.00	14,409	100.00

(a) This year occurred share of loss of equity- accounted investees in associates so did not present as revenue structure.

3. Major changes and activities in 2014

• BSC COSMETOLOGY

Founded : October 2005

When digital media have been part of the daily lifestyles, most consumers have changed the ways they get messages from the media, which directly affect advertising campaigns and media planning. All mobile devices have become personal belongings of most people, especially hand phones, tablets and laptops. Sales of these devices grew evidently in these recent years, thereby shifting behaviors of most consumers. They mostly received messages or comments posted on these devices. The Company, therefore, has to adjust our marketing strategies in line with demand of the target groups, by placing greater emphasis on marketing communications via digital or online media. Distribution channels have been increasingly expanded for them. Last year, the Company launched more marketing campaigns via such channels as O-Shopping, Bento Website, and Seven-Eleven Online Catalogue, etc. These included the launching of Viral VDO to enhance our image and brands among web buyers.

Last year, BSC COSMETOLOGY saw promises in marketing opportunity. A new campaign was launched for "BSC Smoothing Matte Power", presented by Natalie Glebova, former Miss Universe 2005, under a concept of "World-class Cosmetic", promoting brand image of BSC COSMETOLOGY, as a world-class cosmetic brand name. The marketing communication concept emphasized a new innovation beyond the general foundation powder. BSC Smoothing Matte is a filler powder to offer an experience of smoother facial looks, using a filler innovation from Germany. As for skincare segment, we introduced the top wrinkle-free innovative product under the "BSC Platinum Deluxe Series", the only single right for effective wrinkle erasing, with C-5 ring (Cyclopeptide-5) with Platinum MatrixEM to rejuvenate a younger look of your skin, guaranteed by renowned world-class dermatologists. Wrinkles will disappear in only 4 weeks. These are the primary products for marketing of wrinkle-free products in the prestige customer group.

- **SHEENE´** : Oil-free Powder was introduced as a new product, under a concept as "Put facial oil under control", to meet demand of customer for facial oil control. The product Sheene´ Oil Free powder can satisfy all needs in the market. Such a campaign launched Sheene´ Oil Free Whitening Powder, popular for a younger and brighter facial look. And Sheene´ Oil Free Extra which provides flawless coverage. All three series of Sheene´ foundation powder can control facial oil up to 12 hours. More products were included in all categories of makeup line, such as face colors, lipstick, mascara, eyeliner and

nail varnish. A new collection of “Sheene’ Polka Dots” makeup was launched with dotted packaging, which was popular among teen buyers. The collection included semi-matte-cream lipsticks, available in 16 color shades, mixed with pink quartz-tourmaline and wild roses to render the feeling of soft cream. “Sheene’ Mineral Base Glowing Skin” offers a base skin toner, using pure mineral water from Japan. These included the launching of nail colors, very attractive for the target buyers.

- **PURE CARE** : Pure Care cosmetic by BSC joined hands with the Royal Chitralada Projects to conduct research on olive extracts, a flora of the Mediterranean. Olive has plenty of health benefits for mankind. It has been promoted for growing in Thailand. Pure Care uses olive extracts in its cosmetic products. The research has proven that “Squalane” extracted from olive has similar quality to the natural skin nourishing oil, which can be absorbed to your skin very quickly for the fullest result. “Phenolic”, also olive extract, can eliminate free radicals, anti-wrinkles, and enhance skin elastics for younger looks. Extracts from olive leaves possess 2-fold better quality to remove free radicals than the quality of green tea and grape seed extracts, and 5-fold better than Vitamin C. It can revive your skin and remove premature wrinkles. The Pure Care Royal Olive collection includes Royal Olive Hydrating Essence, with intensive olive extracts for facial nourishment. It can refresh your skin and remove wrinkles effectively and efficiently. Royal Olive Nourishment Cream-facial nourishing gel can lock up freshness and balance skin nourishing oil, to retain skin freshness. Royal Olive Cleansing Oil can clean up all makeups and brighten your skin.
- **WACOAL Pink Ribbon Fight against Breast Cancer**
Statistics in Thailand show that cancer, especially breast cancer, remains the top main cause of death among women. It is also alarming that women suffering from breast cancer tend to start from younger ages. Wacoal has launched the “Wacoal Pink Bowl: Fight against Breast Cancer”, realizing its responsibility in society. It is an effort to render value to the Thai women. The project has been implemented continuously for more than 10 years, under a primary objective to create awareness for regular medical checkups among women, and to provide timely treatment for patients, given the fact that this deadly disease, once detected earlier, can be cured. Relevant activities are aimed at prevention, treatment and creation of balance completely.
- **Activity : Cooperation of new Generation People in Fight against Breast Cancer**
Wacoal has cooperated with the National Cancer Institute in launching protective activities, inviting nursing students all over the country to submit their creative ideas for promoting public awareness among the Thai women. Younger women, in particular, should be encouraged to be aware of the deadly disease and to participate in the fight against breast cancer.
- **Mother-Children Ties to Fight against Cancer, in celebration of 82nd Birth Anniversary of Her Majesty the Queen**
Wacoal has cooperated with the National Cancer Institute in organizing charitable activities for the Thai women, by dispatching the mobile mammogram checkup unit to provide breast x-ray and advice for underprivileged mothers at the Social Welfare Development Center, and the Vasavase Elderly Center in Phra Nakhon Si Ayutthaya province, and Wat Rachathiwat School in Khet Dusit, Bangkok.
- **WACOAL CARES YOUR BREASTS, MAMMOGRAM SAVES YOUR LIFE, YEAR 5**
Wacoal has launched activities to encourage the Thai women to enter mammogram checkups with ultrasound every year. Health centers supporting the activities including the National Cancer Institute, Regional Cancer Hospitals, Bangkok Hospital Chain, nationwide (except Samui Branch), and Samitivej Hospital (only Srinakharin and Thonburi Branches), or the total of 22 health centers nationwide.
- **Fundraising for Construction of Breast Cancer Center in Khon Kaen**
One of the major charitable activities by Wacoal this year provided an opportunity for everyone to give in a fundraising project, in which a celebrity, named “Khru To” or Momluang Jirathorn Jiraprawat designed a souvenirs for donors at Wacoal Counter. The funds raised under the project will be donated for the construction of Breast Cancer Center in Khon Kaen province, which will be one of the most modern and complete Breast Cancer Center in Northeastern Thailand. Women in the Northeast can receive treatments here, without traveling to Bangkok.

- **BALANCING BRA DONATION**

The creation of balance, both mentally and physically, is a main objective of the Balancing Bra Donation activity, having created by Wacoal since 2009. This is an activity to donate Wacoal balancing Bra with breast pads directly to women undergoing breast cancer operations, including provision of such bras through several organizations and units concerned, such as Thai Red Cross Districts in the Regions, charitable organizations, public and private hospitals and participating shops all over the country. Wacoal Balancing Bras have been created by Wacoal for only women experiencing breast cancer operations in order to create balance of both body and mind for women, without back pains, very much different from breast pads made from sponge or clothes, which cannot be fixed and cause back pains for wearers. Wacoal has provided its balancing bras for those in need continuously.

- **Wacoal Bras Day: Valuable Bras for Career and Environmental Protection**

One of Wacoal CSR projects was the so-called “Wacoal Bras Day” activity, which has been launched for 3 years running. The activity is aimed at encouraging women to check their bras for health care. In 2014, a new concept was launched in continuation from the outset, which was named as: “Valuable Bras for Career and Environmental Protection. It promoted 3R activities, i.e. REUSE: Donation of bras for Women Status Promotion Association for reuse in career development activities. The 2R activity-REDUCE involves the burning of used bras in cement production in order to reduce the use of fuels, which can protect the environment and reduce the emission of Greenhouse Gas. The 3R: RECYCLE involves the recycle of used metal parts of bras for the maximum efficiency in use of resources.

- **Other Activities: WACOAL BEAUTY INSIDE / WACOAL POWER OF WOMEN**

Under a resolution of Wacoal to save the Thai women from breast cancer, Wacoal launched plenty of activities under cooperation with charitable organizations, public and private hospitals, and shops all over the countries in launching activities for the Thai women. The WACOAL BEAUTY INSIDE / WACOAL POWER OF WOMEN, to name a few, was a campaign to urge the Thai women to realize the significance of regular examinations of their breasts.

- **ARROW: FABRIC-DESIGN INNOVATION**

“Cambridge Shirt” “Lightweight Shirt by Arrow”

This lightweight shirt is produced from 100-percent cotton, using high quality cotton from 2 sources: Prima Cotton from the USA, mixed with Egyptian Cotton. It uses a weaving technique, called AIR FLOW TECH, exclusively created by ARROW, deriving light and durable, suitable for tropical weather condition in Thailand

- **ARROW SOCIAL INNOVATION**

“ARROW asks for Unused Shirts for Flood Victims” third years is a project to persuade the public to donate unused clothes for flood victims through ARROW which has been implemented in continuation from 2010. ARROW then donates all clothes to the media and relevant charity organizations nationwide.

- **LACOSTE : SOCIAL INNOVATION**

Lacoste supported charitable projects of Chaipattana Foundation, donating 830 pieces of shirts and 780 pieces of trousers and blouses, totaling 1,610 pieces for charities of the Foundation.

- **LACOSTE : NEW CREATION**

Lacoste introduces a new idea again, using Standard Fixture for a new set of furniture for decorating its outlets, inspired by modern architectures that place importance on environmentally-friendly furniture. The material is light, energy-savings and pollution free.

- **LACOSTE : CREATIVE INNOVATION**

Lacoste joined hands with Orthorite producing shoe sole with 5 outstanding qualities: bacteria reduction, better air flow, comfort, durability and reusability.

- **MINERAL WATER : MAI CHAROENPURA**

The marketing began in October 2011. It is a 100% mineral water from underground hot spring at the mountaintop in Phop Phra district, Tak province. The hot spring is found over 10,000 feet under the ground, very close to the geothermal power in the inner structure of the earth. The geothermal power will vaporize underground water until it permeates through

mineral layers and comes up as hot spring above the ground. It contains many types of minerals that benefit human body. This is a new product that target on the health-concern consumers and brand awareness has been created through the mass media for quicker realization among target buyers. Throughout 2014, MAI CHAROENPURA Mineral Water emphasized expansion in distribution channels in order to achieve the higher sale turnover.

Industries and Competition State

1. Cosmetics and Perfumeries Industry

- State of Competition

State of Competition can be considered in accordance with following distribution channels :

1. Counter Sales : The cosmetic market is in high competition, due to the continuing entries of new brands in the market. The market grows continuously every year, The intense market competition continued, in line with a higher number of players in the market whereas brand loyalty was tending to drop despite the outbreaks of economic and political crises in 2013. Given the fact that most of the Thai women still care for themselves, most of beauty care products still showed good promises in sales last year. Cosmetics sold in flagship stores have been created, thanks to the emergence of world-class brand store-SEPHORA that offers for sales all kinds of renowned cosmetics from all over the world for the Thai women. And the expansion of the discount and convenience stores which have become easily accessible for buyers. A more proactive marketing approach has been adopted to the consumer base expansion of each brand. Counter brand cosmetics used the Integrated Marketing Communication tools for arrangement of promotions, advertising and new product launch, including other activities and expansion of channels tailored for particular groups of customers. In 2013, counter brand cosmetics increased advertising budget on TV in order to promote brand awareness among viewers, as they can see both motions and voices to let them know the brand and understand products. Nationwide coverage of TV signals will also expand greater brand awareness upcountry. New products are increasingly introduced continuously at theatres, by Internet and in department stores, given the continuous and prevalent popularity of said channels. BSC COSMETOLOGY and SHEENE' spent more on advertising on Internet. Following growth in e-Commerce business, distribution channels are no longer restricted among sales counters. Amid greater emergence of the digital world, there is greater popularity of online shopping in all categories of goods, including cosmetics. Cosmetics reported the second highest of growth in online sales after clothes, which will be very beneficial to the cosmetics market. Thailand is now more ready for online trading, due to availability of communication facilities, from EDGE to 3G and 4G going forward. Customers will enjoy more accesses to Internet, seen as a crucial factor for growth in e-Commerce business. Shopping will be much easier. Sales on Internet are only in the beginning process and more marketing strategies will follow soon. Although online sales are not the main sources of income for the current brands, it is undeniable that the trend has already begun, and trading value is worth pursuing. Online sales of various brand names will grow substantially in the next 5 years and advertisement in theatres, and department stores which can bring the higher attention and exposures to the consumers which will help maintain sales volume and expand new consumer base. Counter sales brands have adopted different marketing strategies and organized more activities to promote sales, as seen in higher frequencies and provision of product gift sets at reasonable prices to stimulate the sales. Each brand has launched Value Sets for trial usage and to attract new buyers. Modern technology plays a greater role in sales promotions in order to get more attention from buyers. Most counter brands increasingly use modern technology to promote sales especially skin testing devices. It takes approximately 3-5 minutes for the skin diagnosis. New technology enhances reliability of each brand, which will justify if it is worthwhile to purchase. One of the current strategies adopted by most counter brands is to promote love and loyalty among buyers at all times and the products must well respond to their needs, adding up together with other marketing activities and development of new products to boost the sales.

ICC Cosmetic and Perfumeries Division emphasized on the consumer research and product development that aim to meet the consumer needs of products that enhance beauty and personality, including new technology to entail the necessity for use of the product and to show the final results to the consumers. Especially, BSC COSMETOLOGY and SHEENE' have successfully retained their market leader status of foundation powder continuously. The Company aims at strengthening its brand and products, using innovation development as a primary strategy. There was greater spending on R&D in sciences in order to develop innovative

products. BSC COSMETOLOGY realizes that innovation is everything : ranging from products, packaging, distribution channels, deliveries and marketing. It aims at achieving innovation for better responsiveness.

BSC COSMETOLOGY introduced a new powder innovation-BSC SMOOTHING MATTE, a filler powder to fill up facial wrinkles, a new technology from Germany. Not only can it fills up wrinkles on face, but it can also smoothen your facial skin, with oil control for long-lasting beauty throughout the day. Mass Advertising technique was used, together with the launching of a commercial film under a new concept, presented by Ms. Nathalie Glebova, in order to create a good product image to attract new buyers, and reemphasized the brand, seen as a key strategy to boost continuous sales growth.

For the skincare category, BSC COSMETOLOGY introduced a world-class innovation for skin brightening “BSC Expert White Vit-C Concentrate Serum” which contains extraction of Vitamin C Concentrate that can brighten your skin within 14 days. As for anti-wrinkle products, BSC COSMETOLOGY launched its top innovation of “BSC Platinum Deluxe Series”, that effectively reduces wrinkles with C-5 ring to lock up younger look of your skin. It integrates nourishing elements of Platinum-the most precious mineral on earth, which rejuvenates your skin condition, guaranteed by world-class skin physician. The results can be felt only in 4 weeks. This is a series of innovative products for marketing of wrinkle-free segment among prestige customers.

SHEENE’ a market leader in oil-control powder cake, reconfirmed its leadership with continuous marketing through both mass and online media, in line with the current behavior among consumers who have increasingly used online media in their daily lives. Expanding its market base, SHEENE’ introduced an oil-free foundation powder cake, as “SHEENE’ Oil Free Crystal BB Powder Cake” available in 3 series, i.e. “SHEENE’ Oil Free Crystal Clear” to brighten your face, “SHEENE’ Oil Free Crystal BB” for beauty and a shining face, and “SHEENE’ Oil Free Double Matte” for a neat and confident look. Facial color products, lipsticks, mascara, eyeliner and nail colors: A new product collection, called “SHEENE’ Polka Dots” was launched as a makeup set, in a new dotted package, which was very popular among the teens. The collection included semi-matte-cream lipsticks, available in 16 color shades, mixed with pink quartz-tourmaline and wild roses to render the feeling of soft cream. “Sheene’ BB Mineral Base Glowing Skin” offers a base skin toner, using pure mineral water from Japan. These included the launching of nail colors, very attractive for the target buyers, in order to increase market shares of oil control powder, now holding the highest share in the market, which will expand the product lines to cover all makeup products to boost total sales of the brand.

ARTY PROFESSIONAL: This is a cosmetic that allows you to become professional makeup artists, using makeup innovations that include highlights and color shading to add more dimensions on your facial look. Arty Professional Real Control Concealer is a new concealer innovation that can melt at body temperature and become light cream to conceal all dark spots on your face to create a smooth, bright and healthy facial look. It can soothe your skin and remove wrinkles, with maximum quality similar to foundation cream. The color can last all day long. It can smoothen your skin condition, with quick spread on your skin. It is mixed with moisturizer to prevent dryness which is a main cause of drying marks during the day, without creating a greasy look around the eyes. It can conceal dark circles under eyes and spread brightness around eyes, young and bright, available in 3 color shades to match your skin.

2. Discount Store : Since the big transition in discount store industry when CARREFOUR announced sales of its business, and the CASINO Group was the winner to take over CARREFOUR business. The CASINO Group is a major shareholder of the BIG C Supercenter Public Company Limited, thus immediately enabling BIG C to the top chart in discount store business. The mentioned business takeover led to higher competition among discount stores because there are only BIG C and TESCO LOTUS as the main two players in the market. The consumers still enjoy the highest benefits from the competition because discount store operators are trying hard to maintain their corporate image in the industry. Most of them have engaged in a fiercely price war that has driven small players being kicked out of the market. Trying to keep the prices below the market level, both have controlled negotiation powers with suppliers, thus leading to request for proactive profit sharing and other strategies that shift both selling and marketing costs to trade partners. Both discount stores are operated by multinational corporations, with solid capital status, that contribute to continuous expansion of branches, especially convenience stores and compact supermarkets in communities in order to gain higher negotiation powers with suppliers. Discount store business line has continued to expand partnerships for bill payment services with more than 70 suppliers, and more will be included for thorough coverage. These will be marketing tools to attract customers, in line with the change of consumer behaviors, focusing on convenience for one-stop shopping and services. Aside from bill payment,

the discount store looked for other types of partners, especially Thai Ticket Major for sales of bus ticket and admission ticket for concerts, as well as postal service, etc. It also launched some marketing campaigns in parallel with sales of goods, such as pay bills, and get discount coupons. These are under a full marketing approach to ensure greater efficiency in marketing communications. Then, the discount store plans to launch a full shopping online to cope with the intense market competition and changing consumer behaviors. Customers nowadays have restricted time to do their shopping and thus prefer a “one-stop shopping/one-stop service” location where they can do all their shopping and run errands. In addition to bill-paying services, Discount Stores also seek other service business partners : such as, Thai Ticket Major, which allows customers to buy bus tickets, concert tickets, as well sending postages. Discount Stores use these extra services in their marketing campaign along with regular merchandise sales, for instance, customers get discount coupons when use bill-payment service. Such campaign is an example of full-marketing activity for effective marketing. In the future, Discount Stores plan to launch a full online-shopping system in order to match the fierce competition as well as to meet the change in customer behavior.

The result is that the supplier or trade partner must face conditions that benefit the group of discount stores rather than are beneficial to both parties as in a win-win situation. Since discount stores use the strategy of lowering prices to draw in consumers, the trade partner is left with the burden of higher margins demand for the chance of sales in that store. To this situation, the Company has the measure to create balance between avoiding price reduction and using other methods such as handing out free gift so that the local shops are not affected. It is also our balanced marketing implemented with trade partners.

It is expected that the discount store business will continue to grow in line with the domestic economic recovery. The proprietors tend to expand their branch to medium and small-sized provinces with show high purchasing power. The size of new branches seems to be smaller and must be at the nearest possible location to a community. The product discount tends to be the marketing strategy that is always implemented to attract the customers, such as the discount on daily consumer products. This price reduction is likely to be their main policy that were applied as the permanent promotional campaigns rather than being only a seasonal campaigns.

- Product Acquisition

In terms of production, currently 90% of all of the Company’s cosmetic products are manufactured in the country, mostly by the International Laboratories Corp. Ltd., and S & J International Enterprise Plc., both of which belong to the Saha Group and are under the quality management of ISO 9001. Another 10% of the Company’s products are imported. In terms of product development, global sourcing involves the search for ingredient and packaging from all over the world.

- Industrial Trend and Future Competition

The cosmetic market still recorded growth by 3 percent, reaching total sales turnover of approximately Baht 44,000 million because it now becomes basic necessity for women. Skin care products, particularly anti-aging products, now top the chart, constituting more than half of the total sales turnover in this segment, due to widespread popularity among buyers. The current market trend also focuses on product image promotion, which will eventually lead to higher sales. The Corporate Social Responsibility (CSR) activities have increasingly become a marketing strategy to boost favorable image of the products and company, and it will soon become a global strategy.

2. Women’s Wear Industry

- State of Competition

1. Competitive Situation

Competitive strategies in 2014 included the followings:

- R&D for Women’s Lingerie

The Company has still placed emphasis on research and development of technology and innovation, including consumer behaviors. Research has been conducted regularly and continuously in order to produce bras that fit your body and meet the needs of women.

The Company has promoted research on human body for more than 3 decades. The research findings have been compiled, including knowledge from site visits in Japan, for the development of bras appropriate for body structures of the Thai women at different ages and occasions of use.

As for consumer behaviors, the Company has emphasized research on consumer behaviors on a regular basis, given the rapid changes in the market. Realizing such facts, the Company has developed Focus Group Seminars, attended by users in order to gain firsthand comments, level of appreciation, and all their needs, both before and after the launch of our products. These include the site visits in Europe, especially France, and Asian countries, such as Japan and Korea. The research findings and knowledge from site visits in foreign countries have been used for new product development that meets the needs of and remains consistent with the consumer behaviors at different ages and lifestyles, based on high quality and reasonable prices.

- Consumer Base Expansion in AEC Nations

The 10 ASEAN member nations, i.e. Vietnam, Laos PDR, Cambodia, Myanmar, the Philippines, Malaysia, Brunei and Thailand have agreed on the formation of ASEAN Economic Community (AEC), similar to the European Union that allows a free flow of goods, services, investment, capital and labor. This will allow a greater expansion of distribution channels in foreign markets. The Company has started expanding its distribution channels since last year, and will continue negotiating with sales agents in other countries in 2015.

- Consumer Base Expansion in Digital Market

Most of today communications have been increasingly conducted through digital channels, given the marked growth in the number of Internet users and cell phones, including the growing number of those online shoppers. These include the shift from analog TV to digital TV. These have marked rapid growth in digital activities. The Company, in particular, have seen promising growth potential in trading through digital channels and thus opened some communication and distribution platforms through online channels, such as www.wacoal.co.th, www.facebook.com/wacoalthailand, or Line official account (Let's Shop ICC), etc. These include the forming of alliance ties in different channels, i.e. TV Shopping Market, also seen as a new distribution channel to increase sales.

- Systematic Retention of Existing Customers and Search for new Customers

The current technology has been developed into a digital world, allowing the consumers to receive information from different channels, especially online media. Realizing greater competition in women brazier market, the Company has set out strategies to retain the existing consumer base in a more systematic approach of relationship and loyalty management. Emphasis has been placed on impressive experience in every touch point. High quality product has been offered, together with reasonable prices and high quality services. The Company has adopted the Customer Relationship Management (CRM) system, with His&Her Plus Point for reward redemption, as well as loyalty and retention programs, offering privileges for special customers for the highest satisfaction.

New Customer Acquisition Strategies have been mapped out in 3 parts:

- Starter Group (First Buy) : The Company has dispatched a demonstration unit to recommend proper use of bras in schools that fit the body structure of users. This also creates brand awareness and proper knowledge of appropriate products for teenage girls in schools.
- General customers, having never used the Company's products : The Company has communicated with the customers through activities in department stores, and offered appropriate privileges to create impressive experience with customers. These include the use of other media to reach the target buyers, such as advertisements on TV, newspapers, magazines and social media, now tending to grow tremendously and accessible for most consumers. These will create brand awareness and encourage those who have never used our products to acquire our brand experience. These will gradually lead to brand preference and loyalty afterward.
- Consumers with Cross Product Experience : The Company has offered special prices for some recommended items for buyers in order to create brand awareness and trials of other products of the Company.
- **Increase in Product Management Efficiency in a Holistic Approach**

The Company has continuously developed our product management system under a holistic approach, through the conduct of research on product launching with target buyers and counter sales agents, thanks to their close contacts with the customers, in order to acquire useful knowledge before the launch of new products. We have planned production lots, distribution and auto replenishment system. A Quick Response Management System (QRMS) has been adopted for the complete store management, in order to ensure product adequacy, compatible with the actual demand. Most shops can balance their product

stocks for sales that can minimize losses and ensure quicker transportation and distribution of goods to our shops, and eventually the greater efficiency and effectiveness in inventory management.

2. Number and Size of Competitors

The lingerie industry has encountered many obstacles when entering the market. Players who wish to survive must have a full-cycled business, beginning with the importation of raw materials, the production of some raw materials, sewing, and the sales of products. Furthermore, lingerie is a product where consumers are usually rather attached to brands and so building brand awareness is an expensive process. Additionally, sales channels require a middleman, such as a department store or a discount store, which requires strong discussion and negotiation. With these factors in mind, entrance into the women's lingerie market is not at all easy. However, the customer group of ICC's five brands including WACOAL, BSC, BSC SIGNATURE, ELLE and KULLASTRI, can be expanded to cover every target group with different needs, holding more than 60% of the total market share through main distribution channels.

3. Status and Potential for Corporate Competition

The Company has strong competitive potential in the ladies' lingerie industry, as it foresees opportunities and the structure of the market as being the distributor of five brands of lingerie, with each brand being positioned differently to support the market and clearly cover the target group. It is also the distributor of WACOAL, which is a valuable brand leader, a very strong selling point in various negotiations. It has an advantage over other competitors in terms of creating strategic synergy in helping other brands of the Company gain a greater income and fill the market gaps, resulting in maximum benefit to the Company.

- Product Acquisition

ICC is currently carrying five lingerie brands, produced by two major manufacturers:

1. Thai Wacoal Public Co. Ltd., manufacturer of WACOAL.
2. Pattaya Manufacturing Co.Ltd., manufacturer of KULLASTRI, BSC, BSC SIGNATURE, ELLE

Suppliers of raw materials for both companies are Textile Prestige Plc., Thai Takeda Lace Co. Ltd., and Thai Sakae Lace Co. Ltd., all three of which belong to the Saha Group with manufacturing standard ISO 9001. Research into and development of new materials have consistently been conducted resulting in an advantage over competitors in terms of having a wide range of raw materials and also lower production costs.

- Industrial Trend and Future Competition

Thailand's demographic structure in 2014 showed an equivalent proportion between male and female population, increasing slightly from 2013. The proportion of female population totals 33.33 million, from the total population of 64.87 million, or 51.38 percent.

There are different factors influencing purchasing decisions among consumers at different ages. Among children, parents or guardians remain the major influence in buying decisions, but their influence tends to drop when their kids grow up. Most teenagers emphasize contours or designs, whereas puberty or rookies consider prices and product quality that can enhance their personality or eliminate their weaknesses. Adults and older people primarily emphasize the quality of their braziers, such as fitting for their cups and body, etc., before looking at designs and prices, respectively. Although influential factors differ at different ages, the basic factors for buying are common at different ages. The most primary factors are, i.e. functionality (comfort), structure, quality and durability, given the fact that the inner wears touch directly with their body. As a result, most buyers are very prudent in their purchases, focusing mainly on high quality and fitting with their body that finally lead to confidence and good personality.

In 2014, aggregate demand for braziers in domestic market was rather stable, due to the national economic slowdown and higher costs of living. The chronic political strife in the first half of the year resulted in the national economic slowdown, thus leading most consumers to tighten their budgets, especially spending on luxurious items. The number of tourists also dropped, affecting sales of braziers in domestic market to a certain degree. The tension eased in the latter half, thanks to the government policy. Buyers started to increase spending, whereas foreign visitors started coming back to Thailand, due to greater political stability, thus resulting in improvement in sales of braziers in domestic market.

In 2015, the Company will continue to emphasize on product and inventory management in order to balance the product in stocks for sales at the shops, including quicker transportation and distribution of goods to the shops, instead of maintaining a high number of goods in stocks. Again, primary emphasis will be placed on the maintenance of our leadership in innovation and technology for designing braziers that fit the body of the Thai women, able to satisfy their needs and meet the changing behaviors in every span of life, lifestyles and fashion, based on high quality and worthiness instead of entering into price wars.

3. Men's Wear Industry

- State of Competition

Last year, the market of men's wears grew decreasingly by 13 percent from the year before. The market shrank substantially in the first 3 quarters, due to the lack of buyers' confidence and greater cautious spending. The market continued to drop but tended to head up in the fourth quarter. Nonetheless, most producers had to manage their production costs at an appropriate level. Most producers have to focus on competitive cost management and search for new technology. Supply management should be efficient, with more focus on value products. There will be greater and continuous communications to urge buyers to realize the value and utilities in order to seize the higher share in the market.

Besides, most producers emphasized on the discount, redemption, giveaways and distribution of premium goods to stimulate sales and minimizing their products in stocks, but rarely conducted new marketing campaigns. Many of them have to develop their production efficiency to achieve lower costs, and to ensure flexibility in management for higher competitiveness. In addition, they have to set aside budget for marketing activities for competitive advantages in the long run.

As far as the state of competition is concerned, some advantages still prevail. They are:

1. The Company's men's wear has created a wide range of product lines (portfolio) which can cover the whole target market in many various segments, resulting in wide distribution and a strong market share as well as the balance of negotiating power in distribution.
2. The Company's products are well-known and well-accepted for their high reputation and quality.
3. The Company's products have undergone development and it has successfully and consistently launched innovations into the market owing to support from major suppliers (belonging to the Group). There is an expansion of factories to cater for this growth, from the thread-spinning factory, dyeing factory, cloth decoration factory to ready-made shirts manufacturing factories, to support the Company in its potential to create a constantly growing market share.
4. The Company has strong personnel with good habits of thought and the determination to achieve the corporate targets and they are consistently ready to learn and improve.

- Product Acquisition

The Company has acquired products from 5 major suppliers, namely:

1. Thanulux Plc., manufacturer of shirts, T-shirts, suits, bags and leather goods.
2. People's Garment Plc., manufacturer of T-shirts and trousers.
3. Champ Ace Co.Ltd., manufacturer of undergarments and bags.
4. Thai Itokin Co.Ltd., manufacturer of shirts, T-shirts and trousers
5. Bangkok Tokyo Socks Co.Ltd., manufacturer of socks

Manufacturing technology is medium-ranged, with a fair number of workers and the modern use of automated machinery for higher production efficiency.

Moreover, the manufacturing group has established factories within the BOI-promoted Industrial area (Zone 3), resulting in a decisive advantage in production costs.

- Industrial Trend and Future Competition

Although the market remains sluggish, the industry at large tends to remain stable and to continue growing because consumers still have to pay attention to their dresses, market competition will tend to rise, due to foreign rivals and products. The local producers will have to analyze the market and consumer behavior in each area, and develop strengths of each product for each target group of buyers in order to survive in the market amid the more intense competitions.

1. Manufacturing Risks

Corporate dependence on a few major suppliers

The company only has 1 or 2 major suppliers in each product category. Should the circumstance arise when the suppliers cannot supply the company with products of a specified volume and according to the requested schedule, this can affect sales and marketing opportunity.

- Preventive measures

1. Each brand has made an interface agreement with its suppliers to guarantee the volume and timing of product delivery. Those suppliers are manufacturers with ISO 9001 quality management accredited policies, whose credibility and corporate enterprise will be seriously affected in cases of delivery failure.

2. These suppliers have been established with a policy of mutual support and reliance. They are all companies in the Saha Group and have the goal of mutual reinforcement and competitiveness. Also, they have a close tie and relationship, that go back a long way, with an organization that provides consistent and continuous work plans, making them able to anticipate possible factors that may affect production and thus be able to jointly plan for timely solutions.

3. Better teamwork has been developed between suppliers and merchandise departments to form a “one body” model by using zero base thinking method in different meetings such as target planning, placement of orders, raw material and manufacturing planning, including the capability in adjusting any plans to comply with certain situation. As a result, there is more accuracy in volume and time assessments, as well as a promptness of mutual solutions-finding in such occurrences as product undersupply due to excessively rising sale.

4. The Company conducts research with the target customers, including the counter-sale agents, who are close to the customers before launching of particular products so as to respond to the needs and remain consistent with consumer behaviors as much as possible.

5. The Company divides the production of goods in different lots in order to observe and monitor the market response trends on a regular basis in order to ensure timely adjustment in its production lines.

2. Risks from in-store inventory management

Currently, outlets are faced with overstocking of merchandise superfluous to customer need or under-stocking when supply falls short of demand, or even there are no merchandises that meet customer need. This impacts on sale volume and marketing opportunity.

- Preventive measures

1. The Company has made use of IT to enhance its potential in management and administration by installing the Quick Response Marketing System (QRMS) for effectively managing goods and inventory. With QRMS, the Company is able to monitor sales and inventory on a daily basis throughout all stores. The data obtained is used to analyze market demand and monitor the flow of goods, in order to maximize sales opportunities and perform accurate and fast delivery that promptly responds to market need. It is also used to effectively adjust production plans, product manufacturing and sales management.

2. The Company has built up the Auto Replenishment software to maximize the functional and effective application of QRMS in in-store inventory management. This Auto Replenishment system processes the data on sales in each SKU and each retailer-store by statistical calculation, so as to predict daily in-store replenishment according to relevant product demand in appropriate volumes. So, the storefront has a balanced stock and in proportion to its sales, with no overstocking and a minimum loss of sales opportunities.

3. This year, The Company has set a proactive policy and measures to control purchase orders so as to maintain sufficient inventories for sales and avoid unsold inventories. Freshness of products will be assured. The efficient management will be maintained from end to end, starting from research on product development to meet the customer demand. The research will also cover such issues as orders of goods in different patterns and colors, marketing approach for continuous growth in sales, arrangement of marketing campaigns when sales are lower than targeted, due to changes in the market or any unexpected incident, including changes in a system for sales and orders of goods.

4. Management of old-fashion stock left in the stores or shops has been improved with the system to clearly identify the status of products in QRMS (Quick Response Management System). This can also give more flexibility in managing this kind of stock.

5. The Company increases swiftness in product delivery and distribution to shops in order to reduce the stock of goods at each shop, for a greater balance of stock of goods for sales and minimization of loss in sales opportunity.

3. Distributional Risk

The Company operates mainly via department stores as its major distribution channel and a number of discount stores as the minor channel. The latter have the prospect of expansion in Bangkok and in other provinces.

- Preventive measures

1. The Company has a policy of expanding sales into discount stores by means of producing new products specially-produced for this channel, which is aimed to meet the requirement and purchasing power of the discount store target group. This method shall be mainly implemented with the cosmetics products. The new measure also includes the launch of new brand with price and quality appropriate with the target group, especially the apparel group which is fashion-conscious in style and color.

2. Distribution channels have been enlarged by expanding more outlets managed by ICC in the form of specialty store in order to reduce dependence on major department stores.

3. The Company expands distribution channels to reach more customers, such as sales via TV Shopping, online shopping and catalogue sales, etc.

4. Risk from the change of consumer behaviour

Consumer behavior has now considerably changed. Brand loyalty is diminishing while new and modern technology systems that globally provide more rapid and broader communication including other new kinds of business and service are playing an important role in consumers' spending. Consumers are strongly inclined towards "mainstream consumerism". Political uncertainty makes consumers more cautious in spending and this results in more vigorous market competition. An impact of the global economic deceleration on our country has also eroded consumers' purchasing power. As a result, ICC has to launch marketing campaigns in order to spur demand in the market.

- Preventive measures

1. Quality products at reasonable prices have been consistently developed in response to the increasingly changing demands of specific target groups. This helps create the company's good image among consumers. Moreover, attractive marketing campaigns influence consumer purchases and must be directed to the specific target groups to retain the existing customer base and expand it to potential markets. A strong customer relations management system has also been established under the name "His & Her Membership".

2. Product diversification has been made to serve the rapidly-changed customers' need and also to expand market into new customers who have never used some kinds of cosmetic products. This practice helps increase frequency of product usage by existing customers as well.

3. The Company emphasizes the conduct of consumer behavior research on a regular basis given the fact that consumer behaviors have changed very rapidly. Recognizing such fact, the Company organizes Focus Group seminars, attended by several groups of customers who will provide their comments on products and the level of appreciation, including their actual needs before and after the product launch, and the Company will compile useful information from consumer behavior research for new product development. This will enable the Company to respond to the needs and remain consistent with the consumer behaviors in every life spans and lifestyles, in both functionality and fashions, based on the best product quality and worthiness.

5. Risk from the government's FTA policy

According to the government's Free Trade Area policy, custom tariffs of the ASEAN countries were scheduled to fall to duty-free status per agreement for the first time in 2010. The cosmetics are also on the list for liberalization. Thai entrepreneurs hence, should brace for the impacts of this new tariff rate, together with reducing the production cost in order to tackle this new standards.

Effect

Marketing competition has become more intense. However, the Company is unlikely to be severely affected because the former tariff rate for the imports of cosmetics was at only 5 percent. Then, the elimination of tariff rate is expected to affect the Company only slightly. Also, the production technology will help maintain our comparative advantages over rivals.

- Preventive measures

1. Corporate products : new innovative products are continuously being researched and developed for the market, with support from the country's major manufacturers (subsidiary companies in the Saha Group) and with the full-scale development of materials from industrial sources, as well as with extensive research and development that has resulted from the recognition of international standards. At the same time, the Company has put more emphasis on consumer research and has conducted frequent surveys of market response and target consumer satisfaction with corporate products, so as to respond to consumer need and demand and to give them confidence and value for money when buying corporate products.

2. The Company has the advantage of a cost-effective production line, giving it the ability to create the specific marketing activities and innovative communication to better reach target consumers, with cost-effective advertising and PR budgets.

3. The Company has had a long and lasting relationship with its trading partners, giving it better access to distributional and sale channels both in terms of number and variety.

4. The Company has installed on-line computer systems at every sales counter throughout the country, so as to process sales on a real-time basis. As a result, it is possible to manage sales nationwide with an effectiveness, speed and accuracy in product management that answers customer demand at any given outlet and in any region.

5. The Company has been able to capitalize on the lowering of import duties by procuring products or materials from countries within free trade zones, such as China. Hence, the Company has been able to control production costs more effectively.

6. Repercussions from Accounting Standards

The impact of normal operations of the Company.

According to the TFRS no.12 on the Income taxes, the Company had deferred tax liabilities of 58.31 million baht as at December 31, 2014, compared with 25.40 million baht as at December 31, 2013, an increase of 32.91 million baht as shown in liabilities in the statement of financial position. There are recognized the deferred tax on income tax revenue for the year 2014 amount to 30.56 million baht and deferred tax on income tax expense for the year 2013 amount 76.45 million baht on the statement of comprehensive income.

According to the TFRS no.19 on the Employee Benefits, the Company had debt employee benefits of 524.75 million baht as at December 31, 2014 compared with 478.81 million baht in 2013, an increase of 45.94 million baht as shown in equity in the statement of financial position.

According to the TFRS no.36 on the Loss from the Impairment of Assets, the Company reversal of 9.81 million baht from the impairment of investment in 2014 compared with the reserve loss of amount to 33.26 million baht in 2013, a decrease of 43.07 million baht as shown in the statement of comprehensive income.

According to the TFRS no. 40 on the Accounting for Investment in Debt and Equity Securities, the Company gained an unrealized profit from the adjustment of marketable securities of 3,248.61 million baht registered as at December 31, 2014, compared with 2,996.00 million baht as at December 31, 2013, a decrease of 252.61 million baht as shown in equity in the statement of financial position.

The above four transactions effected to the company's increasing expenses of 31.24 million baht or only 0.70 percent of the operating expense in the statement of comprehensive income 2014.

7. Obsolete stocks

The company is selling products which are fashion items where interest in the products changes quickly. In 2014, the company had inventories of 3,863.03 million baht or 55.84 percent of its total current assets and 20.90 percent of its total assets. It had inventory coverage of 193 days. Having a lot of inventory may result on inability to sell out in time which makes for obsolete stock, a high cost to manage the inventory, and the need to set up an allowance for obsolete stocks which has the effect of decreasing net income and the liquidity of the company. However, the company has a management policy to prevent the buildup of inventory over time if products are moving slowly, the Company will accelerate the release of such goods by planning and performing promotional activities.

In addition, the company uses an information system that analyzes product sales and the needs of consumers by different distribution channels in order to reduce the quantities of products and the inventory coverage. In 2014, the Company's inventories were reduced at the amount of 236.45 million baht compared with 4,099.48 million baht on December 31, 2013.

8. Investment

The Company has invested in the business of other 137 affiliated and other companies at a share owning ratio of under 50 percent of the registered capital of each particular company. Share owning is in the crisscross or reverse manner among the affiliated companies. The Company has no authority to take control of any business in the invested company. The business administration of these companies depends on its Board of Directors. There are 2 companies that the Company holds over 50 percent of the registered capital. They are its subsidiary companies.

The Company's management and making decision in business investment is in the manner of joint-ventures in related business or business synergy and also of risk diversification investment.

The Company makes a profit through investment in the form of dividends. In case any investing company suffers a loss, the allowance for loss from impairment of investment accounted shall be in the statement of comprehensive income. Such a shareholding structure does not affect the Company's share of income and shall not contribute to any differences in the financial statement.

The Company has adopted preventive measures against investment risks by appointing individuals within the joint-ventures or parties within investment-related businesses as investment caretakers to monitor and audit the statements and circumstantial information of the investing companies, so as to stay abreast of current problems and to report to the Company and shareowners annually and promptly in times of unusual situations or crisis in order to find proper solutions. In addition, the Company Board of Directors and Executive Committee hold regular meetings to supervise the operation and performance of the invested businesses, focusing on businesses with losses and finding measures to reverse transactions that cause loss in order to procure sustainable profit in such enterprises.

9. Loan and guarantee

The Company has invested in an affiliated company in real estate business. It aims at the project to build approximately 230 townhouses. This is a way to expand a new business channel by providing loans. In regards to guarantee, the Company has reduced 2 guarantee facilities by 11.50 million baht and increased 1 guarantee facility for 17.75 million baht. It is a retail business in health and beauty products, medicines, consumer goods. It is a supply chain for the Company's sale channel.

As at December 31, 2014, the Company has provided loans totalling 163.80 million baht to 5 group and related companies. It has guarantee facilities for 10 companies for 175.72 million baht, totalling 339.52 million baht. Compared to the year 2013, the total amount of these facilities was 269.47 million baht. That was due to the loan increase of 63.80 million baht and the guarantee increase of 6.25 million baht.

The Audit Committee's Corporate Governance Activity Report

The Audit Committee of I.C.C. International Public Company Limited, comprising of Thiraphong Vikitset Ph.D., as Chairman and Mr. Amorn Asvanunt, Pol. Gen. Somchai Prabhasabhakdi and Mrs. Duangphorn Sucharittanuwat as committee members, and Mrs. Duangrudee Milintangul as Secretary, has the responsibility of overseeing and assessing financial reports for their accuracy and credibility; acquiring appropriate, efficient and effective internal control systems; recommending the appointment of an external auditor to the Company; and undertaking other duties as assigned by the Board of Directors.

In 2013, the Audit Committee arranged 13 meetings by inviting the Company's Vice President Accounting and Finance, Vice Presidents of all divisions of the Company, the representatives of KPMG Phoomchai Audit Co., Ltd. which was appointed as the auditor of the company since 2012 and the representatives of Dharmniti Auditing Co., Ltd., the Company's internal audit consultant. During the meetings, they jointly considered the relevant agenda as well as reviewing and discussing financial statements, corporate internal control systems, related transactions, risk management, financial information disclosure with a substantial summary as following:

- 1) The Audit Committee agreed with the conclusions of the representatives of KPMG Phoomchai Audit Co., Ltd. which mentioned that the Company's financial statements were accurate with some significant issues summarized in the Notes of Financial Statements.
- 2) The Audit Committee, together with KPMG Phoomchai Audit Co., Ltd. assessed impact of compliance with the new accounting standards which will be effective in 2015 on the business operation of company, as well as jointly considered appropriate business strategies in accordance with said accounting standards.
- 3) The Audit Committee and Dharmniti Auditing Co., Ltd. agreed that I.C.C. International Public Company Limited has adequate and appropriate Internal Control Systems.
- 4) The Audit Committee reviewed all related transactions based on their transparency, anticipated interests of ICC in accordance with market situation, and conflicts of interest of related parties. The Audit Committee submitted 8 cases of related transactions to the Board of Directors for approval.
- 5) Review of actions in compliance with the Securities and Exchange Act, regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand including other laws governing business operations of the company.



(Thiraphong Vikitset Ph.D.)
Chairman of the Audit Committee

Synopsis of Operations

Annual Report 2014

(Millions Baht)

Data	Details	2014	2013	2012
Net revenues	Deriving from	12,562.82	13,933.30	14,405.56
	• sales	12,033.00	13,328.68	13,677.44
	• dividends	332.52	384.71	359.02
	• gain from disposal of assets	5.44	66.72	108.53
	• gain from disposal on investment	-	-	19.38
	• interest income	19.01	10.18	13.39
	• recovery of doubtful debt	2.48	0.06	0.06
	• other revenues	170.37	142.95	227.74
Net profit	After deducting	542.90	684.55	1,050.44
	• cost of sales	7,435.47	8,173.14	8,425.24
	• selling and administrative expenses	4,475.62	4,894.63	4,717.05
	• loss from impairment of investments	-	33.26	-
	• share of loss of equity-accounted investees	49.68	26.47	-
	Total expenses	11,960.77	13,127.50	13,142.29
	• finance costs	-	7.39	5.04
	• income tax expense	59.15	113.86	207.79
	Profit attributable to :			
	• owners of the Company	545.19	-	-
	• non-controlling interests	(2.29)	-	-
Total assets	Consisting of	18,486.01	17,820.26	19,271.81
	• current assets	6,918.61	6,786.08	7,413.76
	• non - current assets	11,567.40	11,034.18	11,858.05
Current assets	Consisting of	6,918.61	6,786.07	7,413.76
	• cash and cash equivalents	617.17	170.41	184.40
	• trade accounts receivable	1,641.99	1,852.37	2,043.63
	• short-term loans to related parties	145.00	165.00	165.00
	• inventories	3,863.03	4,099.48	4,488.17
	• other current assets	651.42	498.81	532.56
Non-current assets	Consisting of	11,567.40	11,034.18	11,858.05
	• restricted deposits at financial institution	2.95	-	-
	• long-term loans to related parties	18.80	10.00	10.00
	• long-term loans given to employee	5.31	8.57	9.52
	• available-for-sale investments	5,710.16	5,358.54	6,595.80
	• investments in associates	325.23	352.03	215.99
	• other long-term investments	1,801.02	1,704.16	1,573.12
	• investment properties	1,015.29	1,065.63	965.63
	• property, plant & equipment	2,457.10	2,276.86	2,252.01
	• intangible assets	8.91	9.04	12.12
	• leasehold	32.70	37.62	78.95
	• other non - current assets	189.93	211.73	144.91

(Millions Baht)

Data	Details	2014	2013	2012
Property, plant & equipment	Consisting of	2,457.10	2,276.86	2,252.01
	• land	1,798.21	1,665.57	1,665.33
	• building and improvements	738.93	732.01	727.37
	• office equipment and vehicles	834.44	771.16	750.60
	• furniture and fixtures	972.38	888.96	796.33
	• construction in progress	42.78	7.00	-
	• accumulated depreciation	(1,929.64)	(1,787.84)	(1,687.62)
Current liabilities	Consisting of	2,119.24	1,983.80	2,751.95
	• short-term loans from financial institution	-	-	464.00
	• trade accounts payable	1,345.23	1,235.60	1,444.16
	• others payable	758.17	748.20	760.14
	• Income tax payable	15.84	-	83.65
Non - current liabilities	Consisting of	624.53	545.79	652.92
	• deferred tax liabilities	58.31	25.40	186.53
	• employee benefit obligations	524.75	478.81	427.81
	• other non-current liabilities	41.47	41.58	38.58
Equity	Consisting of	15,742.24	15,290.67	15,866.94
	• capital	290.63	290.63	290.63
	• premium on ordinary shares	1,487.14	1,487.14	1,487.14
	• premium on treasury stock	51.43	51.43	51.43
	• legal reserve	50.00	50.00	50.00
	• general reserve	1,575.11	1,502.92	1,406.03
	• unappropriated retained earnings	9,032.41	8,912.55	8,635.38
	• other components of equity	3,248.61	2,996.00	3,946.33
	Equity attributable to owners of the Company	15,735.33	15,290.67	15,866.94
	• non-controlling interests	6.91	-	-
Cash flow cycle	The Company's cash flow cycle	183.38	183.58	165.08
	commences with the purchase and resale			
	of merchandise and ending with			
	the collection of cash resulting from			
	• collection period	53.10	53.47	52.20
	• inventories coverage	192.76	189.13	176.30
	deducted payment period	62.48	59.02	63.42
Total employees	Consisting of	7,065	7,767	7,974
	• counter sales force	5,179	5,787	6,004
	• office work force	1,886	1,980	1,970
Net revenues per capital	C	1,778.18	1,793.91	1,806.57
Net profit per capital	C	77.17	88.14	131.73

A Unit shows number of days

B Unit shows number of employees

C Unit shows thousand baht per headcount

Note : In 2013 and 2014, using the Financial statements in which equity method is applied and Consolidated financial statements in calculation, respectively.

Financial Statistics and Financial Ratios 2014-2007

Annual Report 2014

Transactions	2013	%	2012	%	2011	%
Operating results						
Revenues	12,562,824	100.00	13,933,301	100.00	14,405,599	100.00
• from sales	12,033,001	95.78	13,328,678	95.66	13,677,439	94.95
• from other income	529,823	4.22	604,623	4.34	728,120	5.05
Gross profit	4,597,530	36.60	5,155,542	37.00	5,252,197	36.46
Expenses	11,960,780	95.21	13,134,891	94.27	13,147,333	91.27
Profit before income tax and finance cost	602,045	4.79	805,799	5.78	1,263,268	8.77
Profit before income tax	602,044	4.79	798,410	5.73	1,258,226	8.73
Profit for owners of the Company	545,186	4.34	684,547	4.91	1,050,435	7.29
* Income per capital (baht/headcount)	1,778,177.49		1,793,910.31		1,806,566.22	
* Net profit per capital (baht/headcount)	77,167.18		88,135.35		131,732.51	
* Interest coverage (times)	A N.M.		107.05		248.55	
* Degree of financial leverage (times)	1.00		1.01		1.00	
Financial position						
Current assets	6,918,605	37.43	6,786,075	38.08	7,413,757	38.47
Investments	7,836,406	42.39	7,414,730	41.61	8,384,910	43.51
Fixed assets	3,513,996	19.01	3,389,154	19.02	3,308,704	17.17
Other assets	216,999	1.17	230,301	1.29	164,440	0.85
Total assets	18,486,006	100.00	17,820,260	100.00	19,271,811	100.00
Current liabilities	2,119,235	11.46	1,983,799	11.13	2,751,950	14.28
Other liabilities	624,529	3.38	545,792	3.06	652,915	3.39
Equity	15,742,242	85.16	15,290,669	85.80	15,866,946	82.33
* Number of shares	290,633,730		290,633,730		290,633,730	
* Par value per share	1.00		1.00		1.00	
Financial ratios						
* Current ratio (times)	3.26		3.42		2.69	
* Quick ratio (times)	1.07		1.02		0.81	
* Debt-equity ratio (times)	0.17		0.17		0.21	
* Inventory coverage (days)	192.76		189.13		176.30	
* Collection period (days)	53.10		53.47		52.20	
* Operating cycle days (days)	183.38		183.58		165.08	
* Return on total revenues (%)	4.34		4.91		7.29	
* Return on equity (%)	3.51		4.39		7.07	
* Return on total assets (%)	3.00		3.69		5.85	
* Earnings per share (baht)	1.88		2.36		3.61	
* Dividend per share (baht)	B 1.05		1.20		1.25	
* Book value per share (baht)	54.14		52.61		54.59	

Unit: In thousands of Baht except percentages in parentheses and transactions with an asterisk *

A Result is not meaningful.

B The Board of directors' Meeting has resolved to pay dividend Baht 1.05 per share and to submit this agenda for approval at the General Shareowners' Meeting to be held on April 27, 2015.

Note : In 2013 and 2014, using the Financial statements in which equity method is applied and Consolidated financial statements in calculation, respectively.

2010	%	2009	%	2008	%	2007	%
13,373,186	100.00	11,889,730	100.00	11,218,809	100.00	11,479,781	100.00
12,825,315	95.90	11,294,419	94.99	10,648,588	94.92	10,947,020	95.36
547,871	4.10	595,311	5.01	570,221	5.08	532,761	4.64
4,719,459	35.29	4,100,078	34.48	3,725,760	33.21	3,888,645	33.87
12,288,244	91.89	10,813,127	90.95	10,313,509	91.93	10,437,110	90.92
1,084,942	8.11	1,076,603	9.05	905,301	8.07	1,042,671	9.08
1,084,942	8.11	1,076,603	9.05	905,301	8.07	1,041,925	9.08
857,549	6.41	803,844	6.76	652,293	5.81	778,613	6.78
1,738,809.80		1,547,336.02		1,437,387.55		1,545,682.16	
111,500.31		104,612.70		83,573.73		104,835.50	
A N .M.		A N .M.		A N .M.		A N .M.	
1.00		1.00		1.00		1.00	
6,829,562	41.01	6,719,055	44.56	6,293,298	45.22	5,854,806	44.10
6,396,579	38.41	5,286,711	35.06	4,611,854	33.14	4,359,558	32.84
3,177,766	19.08	2,958,936	19.63	2,911,056	20.92	2,956,888	22.27
129,484	0.78	112,367	0.75	101,443	0.73	105,431	0.79
16,655,396	100.00	15,077,069	100.00	13,917,651	100.00	13,276,683	100.00
2,408,190	14.46	2,084,612	13.83	2,076,476	14.92	2,105,749	15.86
416,898	2.50	35,555	0.24	37,997	0.27	41,576	0.31
13,830,308	83.04	12,956,903	85.94	11,803,178	84.81	11,129,357	83.83
290,633,730		290,633,730		290,633,730		290,633,730	
1.00		1.00		1.00		1.00	
2.84		3.22		3.03		2.78	
0.99		1.44		1.41		1.21	
0.20		0.16		0.18		0.19	
152.56		151.16		147.41		136.38	
51.14		57.19		62.80		61.62	
140.47		144.41		143.99		134.50	
6.41		6.76		5.81		6.78	
6.40		6.49		5.69		7.07	
5.40		5.57		4.79		5.97	
2.95		2.77		2.24		2.68	
1.10		1.10		1.00		1.00	
47.59		44.58		40.61		38.29	

Distribution of shareownership

based on the number of shares held in succeeding periods.

Periods	2014		2013	
	No. of shareowners	%	No. of shareowners	%
1 - 50	252	17.14	252	17.03
51 - 100	243	16.53	243	16.42
101 - 500	415	28.23	419	28.31
501 - 1,000	99	6.73	99	6.69
1,001 - 3,000	129	8.78	130	8.78
3,001 - 5,000	46	3.13	48	3.24
5,001 - Upward	286	19.46	289	19.53
Total	1,470	100.00	1,480	100.00

Distribution of shareownership

based on different categories of shareowners.

Categories	2014		2013	
	No. of shares	%	No. of shares	%
Limited companies and limited public companies	87,613,220	30.15	82,339,590	28.33
Commercial banks and financial institutions	16,950	0.01	16,780	0.01
General public	56,075,803	19.29	22,973,453	7.90
Company employees	21,383,350	7.36	21,451,530	7.38
Thailand Securities Depository Company Limited				
- For local depositors	122,334,897	42.09	160,617,767	55.27
- For foreign depositors	3,209,510	1.10	3,234,610	1.11
Total	290,633,730	100.00	290,633,730	100.00

Top ten major shareowners as of the closing date on March 18th 2014 (shareowner categories being sorted in accordance with the Section 258)

Name	No. of Shares	%
1. *Saha Pathana Inter-holding Plc.	64,231,640	22.10
2. *I.D.F. Co.,Ltd.	27,710,410	9.53
3. Mr. Weerapat Punsak-udomsin	25,602,030	8.81
4. *Saha Pathanapibul Plc.	24,727,100	8.51
5. *Thai Wacoal Plc.	11,097,070	3.82
6. U.B.Chemical Industries Co.,Ltd.	10,615,600	3.65
7. *Thanulux Plc.	10,006,070	3.44
8. Universe Beauty Co.,Ltd.	9,864,820	3.39
9. Uniwealth Co.,Ltd.	9,665,050	3.33
10. Mrs. Kityaporn Chaithavornsathien	7,450,260	2.56
Total	200,970,050	69.15

Notes : 1. Investors can view the top ten major shareowners' information on the closing date from the company website <http://www.icc.co.th> before the annual general shareowners' meeting.
 2. *Shareowners' of Saha Group
 3. Major shareowners of I.D.F. Co., Ltd.

Name	No. of Shares	%
1. Sinparadorn Co.,Ltd.	43,150	47.95
2. Saha Pathanapibul Plc.	17,644	19.60
3. Watsadoramai Co.,Ltd.	11,250	12.50
4. I.C.C. International Plc.	8,100	9.00
Total	80,144	89.05
Other shareowners'	9,856	10.95
Total	90,000	100.00

Dividend Payment Policy

- Company

The company has determined to maintain the dividend payment to shareowners at the ratio of 0.20 Baht per share per annum (equivalent to 20% of per value), depending mainly on corporate performance and current economy.

- Subsidiaries

-None-

Data of Dividend Payment

	*year 2014 pay 2015	*year 2013 pay 2014	*year 2012 pay 2013	*year 2011 pay 2012	*year 2009 pay 2011
Earning per share (baht)	2.19	2.48	3.61	2.95	2.77
Dividend per share (baht)	1.05	1.20	1.25	1.10	1.10
Payout ratio (%)	47.95	48.39	34.63	37.29	39.71

Remark : * The Board of directors' Meeting has resolved to pay dividend Baht 1.05 per share and to submit this agenda for approval at the General Shareowners' Meeting to be held on April 27, 2015

** Financial ratio calculation in the year 2011-2012 has been adjusted for comparison with the 2013 financial ratio. This was due to the adoption of revised TFRS, the Company has changed its accounting policies which are effective for financial statement beginning on January 1, 2013

1. Overview of Operations

In 2014, the domestic economy still recovered slowly as a result of previous years. The government sector investment decreased while household debt still existed. There was also an effect from the world economy which still fluctuated. The total exports of Thailand reduced because the economy growth of the major business partners like USA and China was less than last year. At the same time, due to the weak economy of Japan and Euro-zone countries together with the price reduction of agricultural products, farmers had less income. In regards to household spending, consumers mainly spent on essential products. Therefore, there was less durable and luxurious goods in the market.

Since the competition in the country increases and there are more brand named products from overseas every year, the Company has to budget the cost of marketing and promotions during the year in order to maintain its market share.

In 2014, the Company's revenue from sales was 12,033.00 million baht, a decrease of 9.72 percent, and its net profit was 545.19 million baht, a decrease of 20.36 percent, compared to last year. The Company still followed the policy of reducing unnecessary costs continuously from 2013. It shows in the expense in sales in 2014 that decreased by 387.50 million baht or 11.06 percent when compared to 2013.

The Company has created a new sales channel in digital technology. It developed a team to manage with specialised products. The Company tried to enhance the team's knowledge and improve their skills and abilities to serve online customers in 'Digital Marketing' online business. It has some business alliances such as LINE Social Media. Some of the Company's online retail partners are Talad.com, Ensogo, Lazada, Zarola and TV Shopping. The samples of TV shopping are Shop Channel, OShopping, TV Direct and Shop On Air. It also added a sales channel which is fast and valuable for shopping via www.shopicc.com. This links a variety of trades and covers every features in online business. It also developed complete logistics system, transportation, inventory management and Call Centre service.

The Company has launched sales promotional activities under the name 'Let's Shop ICC'. It is a corporate levelled sales promotional activities that publicise the products to consumers, making more chances to increase sales.

The Company has invested in 2 following companies;

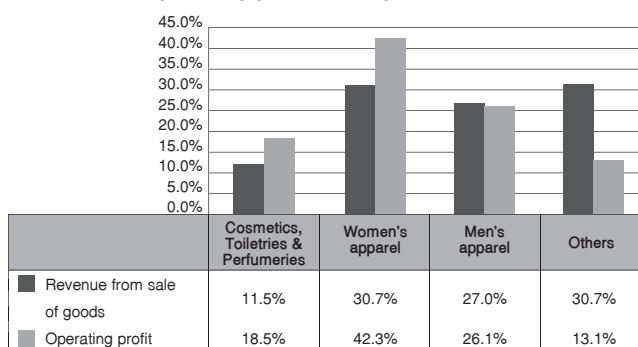
1. WBRE Co., Ltd, a real estate business company. It runs a housing development project in townhouses at Sri Racha that is close to Sahaphat Group Industrial Estate. It can expand the

Company's new business channels in the future.

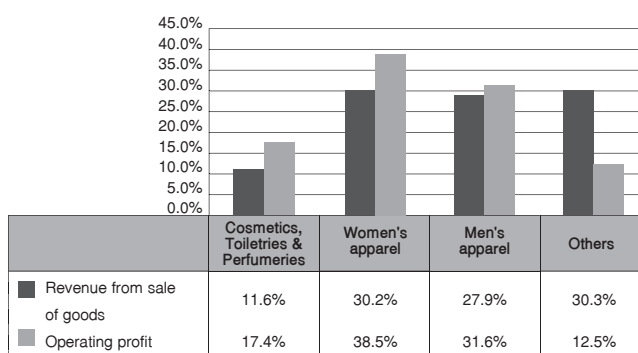
2. Amis Du Monde SARL in France. It is a shop on the Avenue des Champs Elysees which is the leading shopping centre in France. The Company uses the venue to bring BSC branded products to international markets to become an international brand under the name 'BSC International' by starting in clothing products.

2. Analysis of Operating Results

Proportion of revenue from sale of goods and operating profit by segment 2014



Proportion of revenue from sale of goods and operating profit by segment 2013



Sales revenue

In 2014, the Company reported sales revenue of 12,033.00 million baht, dropping 1,295.67 million baht, or 9.72 percent, as against the record of last year of 13,328.67 million baht.

Sales revenue mainly came from 3 segments; cosmetics, toiletries and perfumeries, women's apparel and men's apparel. Sales revenue in 2014, as against 2013, can be summarized as below:

(in million Baht)

Product Lines	Net Sales		%	Operating		%
	2014	2013		2014	2013	
Cosmetics, Toiletries & Perfumeries	1,387.04	1,544.52	(10.20)	181.25	196.51	(7.77)
Women's apparel	3,699.61	4,020.77	(7.99)	415.65	436.17	(4.70)
Men's apparel	3,252.97	3,725.15	(12.68)	255.81	357.72	(28.49)
Others	3,693.38	4,038.23	(8.54)	128.96	141.67	(8.97)
Total	12,033.00	13,328.67	(9.72)	981.67	1,132.07	(13.29)

Cosmetics, Toiletries and Perfumeries

As at December 31, 2014, the Company had revenues from cosmetics, toiletries and perfumes of 1,387.04 million baht, decreasing 157.48 million baht or 10.20 percent compared to last year. The reduction of revenue in this category was due to high competition, especially brand named products from overseas, causing high market capital. Nowadays, more consumers turn to online shopping. Besides, consumers in countryside choose to buy cheaper products. Sales promotion activities to reduce the price are necessary. That minimised the operating profit as a result.

Women's Apparel

As at December 31, 2014, the Company had revenue from women's apparel of 3,699.61 million baht, decreased 321.16 million baht or 7.99 percent. The operating profit for 2014 was 415.65 million baht, decreased 20.25 million baht or 4.70 percent when compared to last year. The decrease was caused by more Inter- branded products, which are big brands, sold in shopping centres. Consumers pay more attention to this product group. Shopping centres also increase more house-branded products. Besides, there is more competition in Internet Social Network channel.

Men's Apparel

As at December 31, 2014, the Company had revenue from men's apparel of 3,252.97 million baht, decreased 472.18 million baht or 12.68 percent. The operating profit decreased to 101.91 million baht, representing 28.49 percent, compared to last year. The decrease was due to emerging new brands in men's apparel products. That caused high competition in price. The Company had to use pricing strategies to maintain the market share. That reduced the profit from the operation. In the economic slowdown, consumers' spending in this product group tends to decrease. They spend only on essentials.

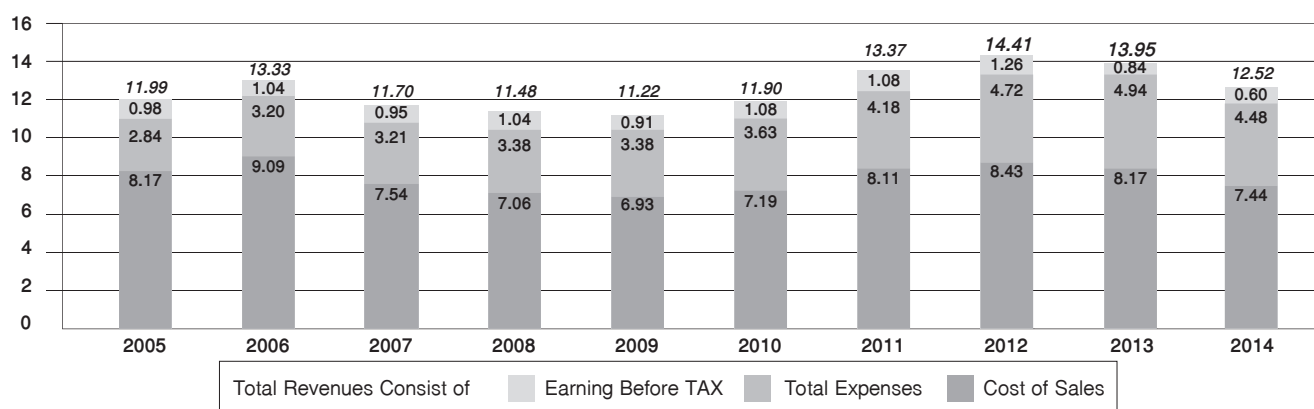
Others

Other major incomes of the Company consist of children's apparel, sportswear, leather goods and fabric care products.

As at December 31, 2014, the Company reported other incomes which include the sales revenue from these products of 3,693.38 million baht, down 344.85 million baht or 8.54 percent. The profit from operations decreased by 12.71 million baht or 8.97 percent compared to last year. Due to economic slowdown, consumers bought less sports clothing because it was deemed as dispensable goods. In regards to kids clothing and other products, consumers chose to pay for cheaper priced goods in accordance with the economy situation.

Other incomes

As at December 31, 2014, the Company had other incomes of 529.82 million baht. Most of them came from dividend which was 332.52 million baht. The rest consisted of gain on disposal of assets of 5.44 million baht, gain from reverse the impairment loss of investment of 36.84 million baht and rental income of 50.11 million baht. Other incomes dropped from the previous year by 74.80 million baht, or 12.37 percent because in 2013, the Company had more gain on disposal of property, plant and equipment and investment properties of 44.45 million baht and gain on disposal of leasehold of 22.27 million baht.



Total Revenues Allocation (Billions Baht)

Note : In 2005-2013, the figures used for calculation were from the Separate financial statements. In 2014, the figures used for calculation derived from the Consolidated financial statements.

Cost of goods sold

In 2014, the Company had total cost of goods sold of 7,435.47 million baht, dropping 737.67 million baht from last year, equal to a drop in sales of about 9.03 percent. Ratio between cost of goods sold and sales volume stood at 61.79 percent in 2014, as against 61.32 percent in the prior year, increased 0.47 percent, due to more promotional activities in price.

Selling and Administrative Expenses

The Company had selling expenses of 3,114.84 million baht in 2014, down from 3,502.34 million baht, recorded in the year before, representing a decrease of 387.50 million baht, or 11.06 percent. It was caused by salary decrease which was down 127.12 million baht and sales expense reduction for 126.73 million baht, when compared to last year accordingly. It was due to strict expense control to conform to the current economic situation.

In regards to management expenses in 2014, the Company had spent 1,360.78 million baht, compared to last year, down 64.77 million baht from 1,425.56 million baht, or 4.54 percent. It was caused by the salary decrease of office personnel at the amount of 17.29 million baht, or 2.15 percent. Office management expense costed 47.03 million baht, or 7.58 percent. The decrease in that expense affected the loss from impairment on investment by 29.05 million baht.

Income Tax Expense

In 2014, corporate income tax expense totalled 59.14 million baht, down 54.71 million baht or 48.05 percent compared with 113.86 million baht in previous year. Because in 2014, the Company had 30.56 million baht in deferred income tax expense but it had 76.45 million baht in deferred income tax revenue in 2013. As a result, the Company had less income tax expense than last year.

Net Profits

In 2014, the Company reported net profits of 545.19 million baht, down 20.36 percent from last year's record which was 684.55 million baht. It was caused by the decrease of sales income, together with the share in the loss from associated companies which was 49.68 million baht.

Summary Review of 2013 Operations Compared with 2012.

The Company's revenues for 2013 totalled 13,944.19 million baht, representing a decrease of 3.20 percent, compared with the 2012 figure of 14,405.56 million baht. This resulted from 2.55 percent decrease in sales from 13,677.44 million baht in 2012 to 13,328.67 million baht in 2013. Dividends income increased 10.19% from 359.02 million baht in 2012 to 395.60 million baht in 2013. Gain from disposal of assets decreased 59.04% from

108.53 million baht in 2012 to 44.45 million baht in 2013. Gain from disposal of investments decreased 100.00% from 19.38 million baht in 2012. Other incomes in 2013 were recorded at 153.19 million baht, compared with 241.19 million baht in 2012, representing a decrease of 36.49%. That was because the Company had gain from reversal of impairment losses on investment for 46.29 million baht and advertisement income decreased by 44.71 million baht.

Cost of sales in 2013 totalled 8,173.14 million baht, decrease of 2.99%, compared with the 2012 figure of 8,425.24 million baht. Selling and administrative expenses for 2013 were 4,927.90 million baht representing an increase of 4.47% over 2012 figure of 4,717.05 million baht. Finance cost in 2013 totalled 7.39 million baht, increase of 46.63%, compared to 5.04 million baht in previous year. As a result, the total expenses in 2013 totalled 13,108.43 million baht, decreasing of 0.30% when compared with 2012 figure of 13,147.33 million baht.

In 2013, the Company was still affected from the 300 baht minimum wage policy. That brought up more expenses on personnel by 9.8%. The sales income reduced 2.55%, compared to the previous year. That was caused by economic slowdown, domestic politics as well as the world economic fluctuation. These factors lowered entrepreneurs' incomes as well as labours' wages. Household spending also decreased. Consumers were more cautious to spend on essential goods only. Therefore, the Company had the policy to reduce expenses and encourage staff to save natural resources and energy in order to reduce the Company's cost in a long term. Although the cost of sales dwindled, the Company still had other incomes from investments in other companies which generated regular dividends for the Company. There was also a policy to minimise the amount of consignment goods. Therefore, in 2013, the amount of consignment goods reduced by 388.69 million baht, or 8.66%,

3. Analysis of Financial Position

As at December 31, 2014, the Company's total assets showed 18,486.01 million baht, increased from December 31, 2013 by 665.75 million baht, or 3.74 percent. Major changes can be summarised as below:

Current Assets

Total of current assets equal to 6,918.61 million baht, or 37.43 percent of total assets, increasing from the record at December 31, 2013 by 132.53 million baht, or 1.95 percent, due to:

- Cash and cash equivalent at December 31, 2014 equal to 617.17 million baht, increasing from the same period last year

by 446.76 million baht, or 262.17 percent. That was because the Company invested 400 million baht in fixed deposit with the maturity under 3 months which was recorded as short term investment with high liquidity.

- Trade accounts receivable at December 31, 2014 equal to 1,641.99 million baht, reducing from December 31, 2013 by 210.38 million baht, or 11.36 percent, due to decreased sales amount.

- On December 31, 2014, inventories equal to 3,863.03 million baht, reducing from December 31, 2013 by 236.45 million baht, or 5.77 percent, due to the efficiency of inventory management and lower amount purchase order.

Non-Current Assets

Non-Current assets were 11,567.40 million baht, or 62.57 percent of total assets. This amount increased from the record of previous year by 533.22 million baht, or 4.83 percent, due to:

- Available-for-sale investments for this year increased from December 31, 2013 by 351.62 million baht, or 6.56 percent, due to the value adjustment of the unrealised gains on available-for-sale investments for 317.30 million baht and increased investment for 34.32 million baht.

- The number of associated investment decreased by 26.80 million baht, as a result from investment in new common stock and increase in equity shares for 43.35 million baht. There was also a set up for the impairment loss of investment for 18.61 million baht. The share of loss from investments in associated companies was 49.68 million baht.

- Other long-term investments increased 96.85 million baht. They consisted of investments increase of 97.79 million baht, disposal and recovery of investments for 27.52 million baht and reversal an impairment loss of investment for 28.42 million baht.

- Investment properties decreased 50.35 million baht, or 4.72 percent, due to the selling of land and buildings to subsidiaries during the year and the reversal of an impairment loss of investment for 36.84 million baht.

- Property, plant and equipment increased 181.65 million baht, or 7.98 percent, because the Company has purchased land, where situated the Company's office that was on the long-term lease, for 134.00 million baht. The Company also spent on office decoration and furniture in order to open a shop.

Liabilities

As at December 31, 2014, the Company reported total liabilities of 2,743.76 million baht, increasing from the last year by 214.17 million baht, or 8.47 percent. Major changes were as follows:

Current liabilities showed 2,119.23 million baht, or 77.24 percent of total liabilities, which increased from that of December 31, 2013 by 135.44 million baht, or 6.83 percent. The main reasons of this increase came from increasing trade accounts payable and accrued income tax. That was because in 2013, the Company had a policy to reduce accounts payable as well as get rid of the inventory that was held for too long.

Non-current liabilities were 624.53 million baht, or 22.76 percent of total liabilities, increasing from December 31, 2013 by 78.74 million baht or 14.43 percent. The main reason was that deferred tax liabilities increased 32.90 million baht. It was affected by gross profit for allowance return of inventory, marketable securities and property, plant and equipment.

Equity

As December 31, 2014, the Company reported total equity as 15,735.49 million baht, increasing from December 31, 2013 by 444.82 million baht, or 2.91 percent. This year, a number of dividends paid were equal to 348.76 million baht, while a number of fair values in available-for-sale investment increased 252.76 million baht. The total of company's net profit was presented at 545.19 million baht.

4. Asset Quality and Asset Management Capabilities

The Company has analysing process in quality of accounts receivable by considering from the credit terms of company's debtors. The Company regularly presses the claim on payment of outstanding debts. Moreover, the Company always examines an allowance for doubtful account as 1.56 percent of overall account receivable. This number reduced 0.01 percent if compared to the previous year. (1.57 percent for 2013)

The measures to be considered when proving credit facilities to trade accounts receivable are as following:

1. Ability to pay the debt
2. Management attention given to their business
3. Potential towards business growth
4. Auditable and transparent accounting system
5. Efficient logistic and inventory management
6. Efficient internal control including the security system control in warehouse.
7. Strong collateral

Most of the property, plant and equipment are the assets accumulated by the Company along the past 50 years. The value of property, plant and equipment are worth at the total of 2,458.51 million baht as at December 31, 2014.

Investment properties are asset which the Company is holding for gain through rental and sales. On December 31, 2014, the value of investment properties has the value of 1,015.29 million baht.

Investment as at December 31, 2014, the Company has an unearned profit due to change in fair value of assets worth as 3,248.76 million baht. This is shown in owner's equity part. The returns on dividends are in the rate of 8.07 per year for the year 2014. (9.97 percent per year for 2013). In managing the Company's investment, there was an appointment of personnel working in the joint-venture or in the investment company to perform as a control centre of investment which provides the financial statement analysis of invested company. They are required to immediately report of any abnormal condition or crisis situation in order to prevent from any loss.

The Company gives priority to merchandise management and respond to the change in customers' and consumers' needs. There is a development in CPFR (Collaborative Planning, Forecasting and Replenishment) to plan, forecast and calculate appropriate replenishment quantities for stores. Moreover, OLAP system (Online Analytical Processing) has been established to analyse and report the movement of inventory. Consumer's needs are closely monitored in order to benefit from the efficiency of production and goods distribution.

5. Adequate Liquidity

Year	Liquidity Ratio	Liquidity Ratio of Cash Flow	Cash increase (decrease) from operation in the Statement of Cash Flows
2014	3.26	0.45	915.07
2013	3.42	0.37	870.68
2012	2.69	(0.16)	(398.55)

Note : In 2013 and 2014, the figures used for calculation were from the Financial statements in which equity method is applied and Consolidated financial statements, respectively.

According to liquidity ratio, the Company had good liquidity. The amount of current assets was higher than the current liabilities. The liquidity ratio in 2014 was 3.26 times, lower than the one in 2013. In 2013, the liquidity ratio was 3.42 times, decreased 0.16 times. The liquidity ratio of cash flow in 2014 was 0.45 times, compared with 0.37 times in 2013. That represented an increase of 0.08 times. This was caused by an increase cash flow from operation of 44.39 million baht, combined with 870.68 million baht in 2013, which is equivalent to a total of 915.07 million baht, due to following reasons:

1. In 2014, the Company received more payment than last year from trade accounts receivable and other accounts receivable by 23.15 million baht.

2. In 2014, the Company paid to trade accounts payable and goods less than those in 2013 by 159.84 million baht.

3. In 2014, the Company paid for real estate projects for further development for 109.24 million baht.

4. In 2014, the Company paid for other debts more than those in 2013 by 13.92 million baht.

5. In 2014, the Company paid for other assets less than those in 2013 by 24.40 million baht.

6. In 2014, the Company had more cash received after deduction of operating expenses by 18.88 million baht.

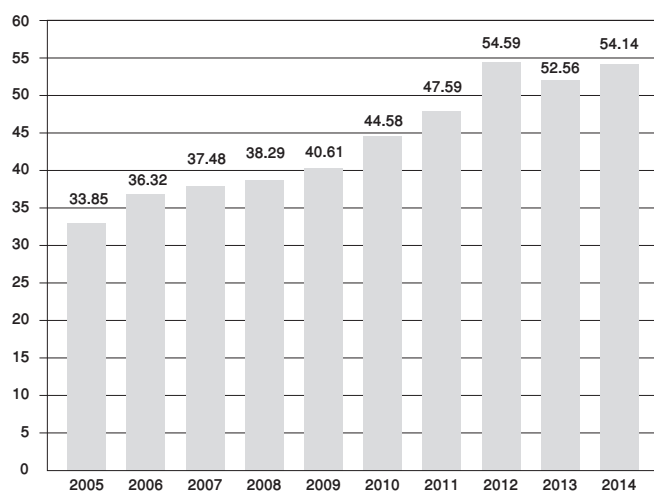
The Company's primary sources of funding come from two sources: 1) cash generated from operating activities, 2) cash generated investment activities in properties and in common shares. The Company generates revenue from leasing, sale of investment properties, and dividends from shares. It can manage its business liquidity well. It can spend money on business operations without the use of money from outside funding sources. It also pays dividends to shareholders regularly.

6. Factors Affecting the Results of Future Operations

Year	Earning to Revenues	Earning from Operation	Earning to Equity	Earning per share	Price/earning ratio
2014	4.34	5.00	3.51	1.88	21.01
2013	4.91	5.99	4.39	2.36	16.53
2012	7.29	9.20	7.07	3.61	11.63

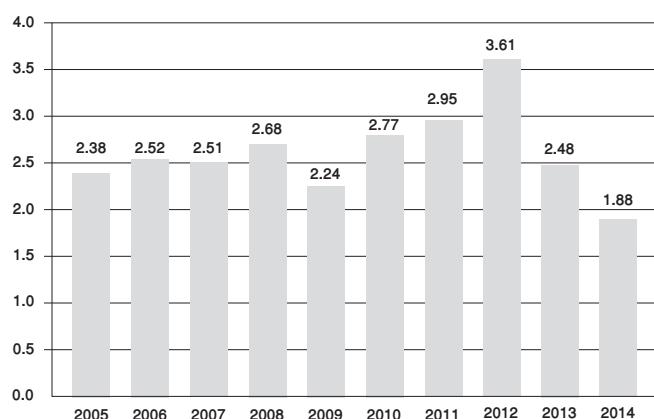
Note : In 2013 and 2014, the figures used for calculation were from the Financial statements in which equity method is applied and Consolidated financial statements, respectively.

In 2014, the Company gained 5.00 percent earning from operation, compared with 5.99 percent in 2013 or 0.99 percent decrease. Earnings per share in 2014 was 1.88 baht compared with 2.36 baht in 2013 or 0.48 baht decrease. Earning to revenues for the year 2014 was 4.34 percent compared with 4.91 percent in 2013 or 0.57 percent decrease. Earning to equity was 3.51 percent in 2014 compared with 4.39 percent in 2013 or decrease of 0.88 percent. This was due to much less income from sales, disposal of assets and dividend than in 2013. That was caused by overall economic slowdown in the whole country.



Book value per share (Baht)

Note : In 2005-2013, the figures used for calculation were from the Separate financial statements. In 2014, the figures used for calculation derived from the Consolidated financial statements.



Net Earning per share (Baht)

Note : In 2005-2013, the figures used for calculation were from the Separate financial statements. In 2014, the figures used for calculation derived from the Consolidated financial statements.

7. Operating Cycle Days

Year	Inventories Coverage	Collection Period	Payment Period	Operating Cycle Days
2014	192.76	53.10	62.48	183.38
2013	189.13	53.47	59.02	183.58
2012	176.30	52.20	63.42	165.08

In 2014, the Company had the 183.38 operating cycle days, close to those in 2013, 183.58 days, reducing 0.20 day. The reasons are as follows:

1. Period of inventories coverage (period of goods selling) increased from 189.13 days in 2013 to 192.76 days in 2014, representing a total of 3.63 days longer. That was caused by the economic slowdown, affecting the decrease of sales to go down 9.72 percent while the inventory goods dwindled 5.77 percent and the inventory was held for too long, not as the Company's plan when compared to last year.

2. The collection period in 2014 was 53.10 days while in 2013 was 53.47 days, decreasing 0.37 day.

3. Payment period in 2014 was 62.48 days while in 2013 was 59.02 days. It was longer by 3.46 days. That was due to the database for calculation. The payment of trade accounts payable has always been made in accordance with the agreement entered with the creditors no matter how good or bad the economy situation is. This is a part of the Company's policies to take good care of its stakeholders.

8. Obligations Liable to Financial Situation/Result of Operations

Details are stated in the note to the Financial Statements no.31: Commitments with non-related parties on page 182 in this annual report.

9. Factors Affecting the Results of Future Operations

The Company still kept the same policy of expanding sales channels, and aimed at consistent marketing activities. In the fourth quarter of the year 2014, the Company has started a new channel in Digital Marketing. It also focused on selling good quality products and innovations. However, there are factors that may affect future operating results as follows:

- Economic conditions in the country without prospects for improvement and political instability which can affect consumers' spending.
- Higher competition in local market as the country is becoming a part of AEC. That leads to many more new international brands getting in to serve consumers' needs.
- More competition in price.
- More competition in direct marketing sales channel which get access to consumers online. It is a fast and convenient way for consumers to purchase products and communicate with the sellers.

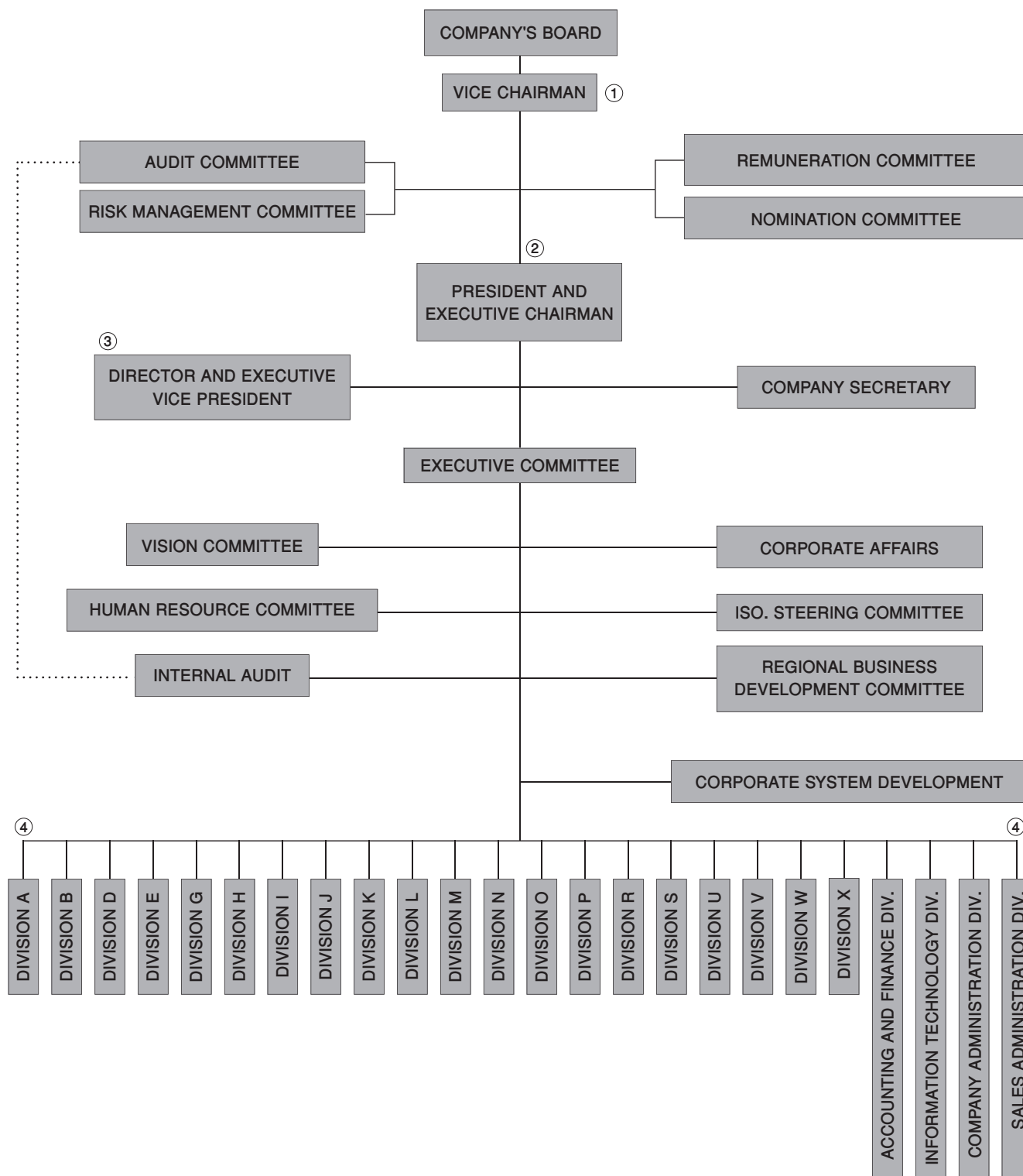
Structure of Management

Annual Report 2014

Structure of Organizational Management

The organizational management structure as of December 31, 2014 has been publicized via the company's website

<http://www.icc.co.th>



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

Board of Directors

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

1. To be an individual
2. To attain of majority
3. Not being a bankrupt, incompetent person or quasi-incapable person
4. Not to serve any prison terms of maximum penalty for misconduct from fraudulent acquisition
5. Not to be expelled or dismissed from the civil service or from government organizations or agencies for fraud.

The Company's Board of Directors consists of 11 members as follows:

- Chairman (an independent director, non-executive or MD, or being the same family member) 1 person
- Non-executive Directors 2 persons
- Audit Directors (independent director) 4 persons
- Executive Directors 4 persons

Structure of Board of Directors and administration have been established with an auditing practice and balancing of power for non-executive director.

The Board of Directors consists of 5 independent directors, or 45.45% of the entire Board which is higher than a standard stipulated (one third or 33.33%) by the Capital Market Supervisory Board.

The Board of Directors consists of 4 independent audit committee 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 audit committee.

Furthermore, there are 2 board of directors who are non-executive directors with related business experience.

Name list and position including number of meeting and number of attendance are shown on page 80-81 of this annual report.

Profile of directors is shown on page 10-19 of this annual report.

Taking position of the company's directors, executives and authorized persons in the related companies can be observed on page 82-85 of this annual report.

The Authority of Board of Directors

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

- | | |
|------------------|---------------------|
| 1. Som | Chatusripitak Ph.D. |
| 2. Mr. Boonsithi | Chokwatana |
| 3. Mr. Boonkiet | Chokwatana |
| 4. Mr. Thamarat | Chokwatana |
| 5. Mr. Manu | Leelanuwatana |
| 6. Mr. Vira | Ua-Arak |
| 7. Mr. Somphol | Chaisiriroj |

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

Company Secretary : Mrs. Duangrudee Milintanggul

Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors, consisting of knowledgeable, capable, and multiple-experienced individuals, with expertise that benefit to the Company. The Board would understand their role, obligations, responsibility and leadership, including defining a clear vision for the company. They have freedom of self-expression and decision-making, so as to conduct business in order to achieve company objectives which optimize benefits to the company and shareowners. The Board of Director administers the company by defining Mission, Objectives, Strategies, Execution plans including Financial plans in order to achieve the company objectives as set. The Good corporate governance is also used as a business management tool to increase value added to the business and shareowners.

The Company's Board of Directors monitor 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 the Directors and executives, all of which is to be reported to the Board meeting on a monthly basis.

The Board and Administration have performed in the interests of the company and shareowners under the well-defined, balanced and auditable administrative structure.

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

- commits to gross violation;
- commits to fraudulent and unethical conducts;
- reports on any case that a non-executive director resigns due to corporate governance issue;
- reports on any case bearing negative impact on reputation due to failure in the discharge of duties as the Board of Directors.

Executive Directors

As of 31 December 2014, the Company has 19 executives. The list of executives and their respective responsibilities, shareholding and meetings of the Board of Directors is shown on Page 80-81 in this annual report.

Their resume on Pages 10-19 in this annual report.

Company's Secretary

In order to provide an efficient administration in accordance with the good corporate governance policy, the Company has appointed Mrs. Duangrudee Milintanggul, the qualified and appropriate experienced person to be responsible as the Company's Secretary as of September 1, 2009.

The Company's Secretary has duties and responsibilities as follow:

1. To provide primary suggestions to the Board of Directors concerning legal matters, Company's rules and regulation including monitoring its operation to have correct and consistent enforcement. In addition, she would report significant change (if any) to directors as well.
2. To coordinate between the Board of Directors and management, supervise and coordinate in legal included relevant rules & regulations, as well as to monitor for appropriate practice according to the Board's resolutions.
3. To hold Shareowners' and the Board of Directors' meetings in compliance with the laws, Company's Articles of Association and other normal practices.
4. To record the minutes of Shareowners' and the Board of Directors' meetings and monitor for the execution according to such resolutions.
5. Coordinated with the agency in charge of SEC and SET and undertook the disclosure and report of information to the public, in so far as regulations of SEC and SET are concerned and legally binding.
6. To provide and keep the following documents;
 - Directors registration
 - Invitation letter and Minutes of the Board of Directors' meeting
 - Invitation letter and Minutes of Shareholders' meeting
 - Report on the Company's shares trading of the Directors and Executives
 - Annual report
 - Form 56-1
7. Held reports of interests submitted by the Directors or Executives, as well as sent copies to the President and Chairman

of the Audit Committee within 7 days from the day of receiving the report.

8. Organized orientations with guidelines to newly-appointed board members.

9. To communicate with general shareowners to ensure that shareowners have complete and continual knowledge of their rights including the Company's news and information.

10. Undertook other responsibilities as regulated by SEC and appointed by the Company.

Profile in brief :

Name-Surname :

Mrs. Duangrudee Milintanggul

Education :

Bachelor in Business Administrations & Economics,
Kasetsart University

Training Background :

1. Company Secretary Program (CSP 31/2009)
2. Financial Statements for Directors (FSD 6/2009)
As organized by the Institute of Directors (IOD)
3. Registered Lead Auditor (QMS, EMS, SA 8000)
IRCA, UK

Work Experience :

Present

1. Member and Secretary of the Risk Management Committee
2. Corporate System Development Manager
3. Quality Management Representative (ISO 9001)
4. The Company's Secretary and Investor Relations
5. The Secretary of the Company's Audit committee

Former

- | | |
|-----------|--|
| 1989-1995 | Sales & Marketing ; Bayer Thai Co., Ltd. |
| 1995-2002 | Registered Auditor (QMS, EMS, SA 8000);
SGS (Thailand) Ltd. |
| 2002-2003 | Registered Auditor (QMS, EMS, SA 8000);
RWTUV (Thailand) Ltd. |

Remuneration Directors and Executives

1. The 2014 monetary remuneration for the operating year 2013

(a) Remuneration for directors of the board including gratuity, conference allowance and director fee. (A)

Remuneration for directors of sub-committee including conference allowance.(B)

Name	Position	Remuneration Directors * (Baht)			
		(A) Board of Director	(B) Audit Committee	(B) Remuneration Committee/ Nomination Committee/ Risk Management Committee	Total
1. Som Chatusripitak,Ph.D.	Chairman	6,020,000			6,020,000
2. Boonsithi Chokwatana	Vice Chairman	1,596,000		16,000	1,612,000
	Advisor to the Executive Board of Directors				
	Nomination Chairman				
3. Boonkiet Chokwatana	President and Executive Chairman	1,580,000		32,000	1,612,000
	Remuneration Chairman				
	Nomination Director				
4. Thiraphong Vikitset,Ph.D.	Audit Chairman and Independent Director	546,000	116,000		662,000
5. Thamarat Chokwatana	Director and Executive Vice President	888,000		70,000	958,000
	Remuneration Director				
	Nomination Director				
	Risk Management Director				
6. Amorn Asvanunt	Independent Director and Audit Committee Member	480,000	86,000	54,000	620,000
	Risk Management Chairman				
7. Pol.Gen. Somchai Prabhasabhakdi	Independent Director and Audit Committee Member	488,000	86,000		574,000
8. Duangphorn Sucharittanuwat	Independent Director and Audit Committee	488,000	94,000		582,000
9. Manu Leelanuwatana	Director	496,000		16,000	512,000
	Nomination Director				
10. Vira Ua-Arak	Director	496,000			496,000
11. Somphol Chaisiroj	Director	888,000			888,000
Total		13,966,000	382,000	188,000	14,536,000

Remake : * Number of meeting attended by the Board of Directors and executives are based on their year of service since being elected during the shareholders' meeting, by taking into account of the meeting date which regularly falls in April of every year.

(b) Remuneration for the executive directors and the first 4 directors of the executive board ranking from manager total and the equal ranks to the 4th executive totaling 19 persons amounted Baht 67,943,884 including salary, annuity, allowance and conference allowance.

2. Other kind of remuneration
 - Other kind of remuneration for directors -None-
 - Other kind of remuneration for executives

Provident Fund

The Company and employees have jointly set up a Provident Fund according to the Provident Fund Act of 1987 on June 3, 1996 with the registration No. 41/2539. The Company has authorized a certified Finance and Securities Co., Ltd. to manage the Fund by withholding from the employees' payroll and Company contribution. Employees will receive their eligible portions upon legitimate separation from the Company.

Criteria to consider directors' remuneration are as follow

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

Benefits, Shares, Debentures awarded to Directors by the Company in 2014

-None-

Other privileges awarded to Directors by the Company

-None-

Details reported to the Company by Directors

Direct or indirect profits or losses as a result of any agreements made by the Company during the accounting year.

-None-

Shares held by Directors and Executives in the Company and in the affiliated companies

- Shares held by Directors and Executives in the company increase / decrease during the past year as Chart displaying Directors and attendance to the meetings as stated in the page 79 of this annual report

- Shares held by Directors in the affiliated companies. -None-

Human resource

Number of employee and remuneration

As of 31 December 2014, the Company has 7,065 employees and makes payments of 1,844,442,580 Baht in salary, commission, transportation cost, allowance, overtime, incentive and bonus.

Description	Number of employees	Remuneration (Baht)
Office Staffs	1,886	716,427,467
Sales persons	5,179	1,128,015,113
Total	7,065	1,844,442,580

Significant change in the number of personnel or major labor dispute in the past 3 years

-None-

Policy in human resource development

In 2014, the Company has a mission and major policy in developing the corporate human resource in relation with the Corporate Strategy, so as to keep abreast with competitions and changing business. Targets in human resource development are well-defined at all levels according to competency and career path.

The Company recognizes the instructions of the founder - Dr. Thiam Chokwatana and applied them for personnel development, encouraging executives and employees to practice their conceptualizing skills that will increase their "intellectual capability". A key method is to "raise questions and find the answers by themselves, under the 7 key phrases that lead to success (Fight for Glory, Positive Thinking, Discipline, Faith, Loyalty (Objectivity) and Cohesion). Such concepts have been incorporated in training courses for personnel development varied by their corporate titles and functions, in order to implant in their subconscious for automatic actions and applications in their works for successes of themselves, others, organization and the nation at large.

Policies and activities for human resource development according to the Sustainability Report 2014.

Shareowning of Directors and Executive Committee (including shareowning of their spouses and minor children)

Name		December		Increase (Decrease)
		2014	2013	
1. Som	Chatusritak Ph.D.	-	-	-
2. Boonsithi	Chokwatana	6,558,940	6,558,940	-
3. Boonkiet	Chokwatana	4,024,520	3,875,440	149,080
- Spouse		167,790	167,790	-
4. Thamarat	Chokwatana	322,110	322,110	-
- Spouse		17,000	17,000	-
- Minor children		47,501	47,501	-
5. Thiraphong	Vikitset Ph.D.	-	-	-
6. Amorn	Asvanunt	-	-	-
7. Pol.Gen. Somchai	Prabhasabhakdi	-	-	-
8. Duangphorn	Sucharittanuwat	-	-	-
9. Manu	Leelanuwatana	783,040	783,040	-
- Spouse		292,240	292,240	-
10. Vira	Ua-Arak	612,320	612,320	-
11. Somphol	Chaisiroj	63,340	63,340	-
12. Khanisorn	Suyanand	540	540	-
13. Ramida Russell	Maneesatiean	10,000	10,000	-
14. Kityaporn	Chaithavornsathien	7,450,260	7,450,260	-
15. Pisamai	Chunmanu	21,150	21,150	-
16. Somkid	Chakawannorasing	99,050	99,050	-
17. Nonglaks	Techaboonanek	-	-	-
18. Viritpol	Chaithavornsathien	-	-	-
19. Chailert	Manoonpol	1,460	1,460	-
20. Pennapha	Dhanasarnsilp, Ph.D	6,100	6,100	-
- Spouse		10,000	10,000	-
21. Pairoj	Hirunwongsawang	6,470	6,470	-
22. Nuttaphat	Petchratanaporn	35,000	35,000	-
23. Munchusa	Terapongpipat	102,510	102,510	-
24. Surat	Wongrattanapassorn, Ph.D.	20,000	-	20,000
25. Anuchit	Jureegasa	-	-	-
26. Sawat	Posinsomwong	-	-	-
27. Somchitt	Thiticharoensak	-	1,190	(1,190)
Total		20,651,341	20,483,451	167,890

Note : # 18 has taken the office as a Vice President Division R since 1, March 2014

26 has taken the office as a Vice President Division since 1, November 2014

27 is no longer a vice president Division H since 1 November 2014

Structure of Management

Annual Report 2014

Chart displaying Directors and Executives' position and attendance to the meetings

Name		Office period of company's Directors (end Dec 31,14) (years)	Position					
			Board of Directors (BOD)	Audit Committee (AC)	Remuneration Committee (RC)	Nomination Committee (NC)	Risk Management Committee (RMC)	Executive Committee (EC)
1. Som	Chatusripitak Ph.D.	17	Chairman					
2. Boonsithi	Chokwatana	23	Vice Chairman			Chairman		Advisor to the Executive Board of Directors
3. Boonkiet	Chokwatana	41	President and Executive Chairman		Chairman	✓		President and Executive Chairman
4. Thiraphong	Vikitset Ph.D.	15	✓	Chairman				
5. Thamarat	Chokwatana	15	Director and Executive Vice President		✓	✓	✓	Director and Executive Vice President and Vice President Div G, P, X
6. Amorn	Asvanunt	34	✓	✓			Chairman	
7. Pol.Gen. Somchai	Prabhasabhakdi	10	✓	✓				
8. Duangphorn	Sucharittanuwat	3	✓	✓				
9. Manu	Leelanuwatana	10	✓			✓		
10. Vira	Ua-Arak	10	✓					
11. Somphol	Chaisiriroj	5	✓					Director and Vice President Div W
12. Ramida Russell	Maneesatien							Vice President Div B
13. Kityaporn	Chaithavornsathien							Vice President Div D
14. Somkid	Chakawannorasing							Vice President Div J
15. Chailert	Manoonpol							Vice President Div S
16. Pennapha	Dhanasarnsilp, Ph.D							Vice President Div V
17. Nuttaphat	Petchratanaporn						✓	Vice President Accounting, Finance Div
18. Munchusa	Terapongpipat				✓	✓	✓	Vice President Company Administration Div
19. Surat	Wongrattanapassorn, Ph.D.							Vice President Information and Technology Div
20. Khanisorn	Suyanand							
21. Pisamai	Chunmanu							
22. Nonglaks	Techaboonanek							
23. Pairoj	Hirunwongsawang						✓	
24. Anuchit	Jureegasa							
25. Viritpol	Chaithavornsathien							
26. Sawat	Posinsomwong							
27. Pitacha	Poosunthornsri						✓	
28. Duangrudee	Milintanggul						✓	
29. Somchitt	Thiticharoensak							
Total			11	4	3	5	7	12

Notes : # 19 has taken the office as a member of Executive Committee since 27, May 2014 # 21 is no longer a member of Executive Committee since 27, May 2014
23 is no longer a member of Executive Committee since 27, May 2014 # 25 was promoted to be a vice president on 1, Mar 2014
26 was promoted to be a vice president on 1, Nov 2014 # 29 is no longer a vice president since 1, Dec 2014
(A) Company's executives as announced by The Securities and Exchange Commission (SEC)
(B) Number of meeting attended by the Board of Directors and executives are based on their year of service since being elected during the shareowners' meeting by taking into account of the meeting date which regularly falls in April of every year

Structure of Management

Ⓐ Executives	Ⓑ Attendance to the meetings							Attendance to the 49 th shareowners' meeting 2014
	BOD's meeting 12 meetings/ year	AC's meeting 12 meetings/ year	RC's meeting 2 meetings/ year	NC's meeting 2 meetings/ year	RMC's meeting 8 meetings/ year	EC's meeting		
						Primary Meeting 36 meetings/ year	Secondary Meeting 23 meetings/ year	
	12/12							√
√	12/12			2/2		36/36		√
√	10/12		2/2	2/2		28/36	21/23	√
	12/12	12/12						√
√	11/12		2/2	2/2	5/8	30/36	19/23	√
	10/12	11/12			7/8			√
	11/12	11/12						√
	11/12	12/12						√
	12/12			2/2				√
	12/12							√
√	11/12					31/36	21/23	√
√						26/36	21/23	√
√						28/36	17/23	√
√						34/36	23/23	√
√						21/36	19/23	√
√						31/36	21/23	√
√					8/8	35/36	22/23	√
√			2/2	2/2	8/8	35/36	23/23	√
√								√
Vice President Div A								√
Vice President Div I						21/36	19/23	√
Vice President Div M, O								√
Vice President Sales Administration Div					8/8	36/36	23/23	√
Vice President Div								√
Vice President Div R								
Vice President Div								
					8/8			√
					8/8			√
								√
19								27

Structure of Management

Annual Report 2014

The Profile of Directors, Executives and Regulators in subsidiary, associated and other related companies

Companies	Position										
	Som Chatusripitak Ph.D.	Boonsithi Chokwatana	Boonkiet Chokwatana	Thamarat Chokwatana	Thiraphong Vikitset Ph.D.	Amorn Asvanunt	Pol.Gen. Somchai Prabhasa-bhakdi	Duangphorn Sucharittha-nuwat	Manu Leelanuwatana	Vira Ua-Arak	Somphol Chaisiriroj
1. I.C.C. International	A	B	C, E	DC	AC	AC	AC	AC	F	F	F
2. Textile Prestige									A		
3. Thai President Foods		A									
4. Thai Wacoal				F					A		
5. Thanulux		FC									
6. People's Garment			A			AC					
7. Far East DDB						AC					
8. Sahapathanapibul		EC									
9. Saha Pathana Inter-holding		F	F						F		
10. S & J International Enterprises			A								
11. O.C.C.									F		
12. Champ Ace			A	F							
13. International Laboratories		A		F							
14. Thai Hoover Industry		A									
15. I.D.F.											
16. International Commercial Coordination		A	F	F					F		
17. Can			F	F						F	F
18. Pan Asia Footwear			A								
19. Bangkok Tokyo Socks									A		
20. First United Industry				F							
21. Koraj Wattana			F							F	F
22. Sun and Sand			F							F	A
23. Silver Rain											
24. D F Inter				F					A		
25. Treasure Hill			F	F							
26. Thai Gunze									A		
27. Tiger Distribution & Logistics			A	F							
28. Thai Cubic Technology			A								
29. Better Way (Thailand)			A		F						
30. Paknumpo Wattana			F							F	F
31. Maharachapreuk			F							F	F
32. Sukhatasana			A								
33. Thai Itokin			A								
34. Intersouth			F	F						F	
35. Intanin Chiangmai			F	F						F	
36. Eastern I.C.C.			F							F	F

Remark A = Chairman B = Vice Chairman C = President D = Director Manager E = Executive Chairman
F = Director G = Chairman of Advisory Board I = Vice President Division AC = Audit Committee Chairman FC = Director Advisor
DC = Director and Executive Vice President DE = Vice President EC = Honorary Chairman

Structure of Management

Position												
Khanisorn Suyanand	Ramida Russell Maneesatiean	Kityaporn Chaithavorn- sathien	Pisamai Chunmanu	Somkid Chakawan- norasing	Nonglaks Techaboorn- anek	Viritpol Chaithavorn- sathien	Chailert Manoonpol	Pennapha Dhanasarnsilp D.B.A.	Pairoj Hirunwong sawang	Nuttaphat Petchra- tanaporn	Munchusa Terapongpipat	Surat Wongrattana- passorn Ph.D.
I	I	I	I	I	I	I	I	I	I	I	I	I
			F				F					
							F					
							D					
		F										
					A							
									A			
				A					F			
									F	F	F	
			F									
			D									
									F			
				F					A	F		
				F					F			
	F	F								F		
	F									F		F
									A			
		F							F	F		
										A	F	F

Structure of Management

Annual Report 2014

The Profile of Directors, Executives and Regulators in subsidiary, associated and other related companies

Companies	Position										
	Som Chatusripitak Ph.D.	Boonsithi Chokwatana	Boonkiet Chokwatana	Thamarat Chokwatana	Thiraphong Vikitset Ph.D.	Amorn Asvanunt	Pol.Gen. Somchai Prabhasa-bhakdi	Duangphorn Sucharittanuwat	Manu Leelanuwatana	Vira Ua-Arak	Somphol Chaisiriroj
37. Raja Uchino		FC							A		
38. Thai Arusu				F					A		
39. Janome (Thailand)									A		
40. Pattaya Manufacturing									A		
41. Wien International									A		
42. Top Trend Manufacturing			A								
43. Thai Staflex									A		
44. H & B Intertex			A								
45. Sahacogen (Chonburi)		F	F			AC	AC				
46. Thai Shikibo									F		
47. Vira Law Office										D	
48. Sun 108			F	F							
49. Shiseido Professional (Thailand)		F									
50. SSDC (Tigertex)		FC							A		
51. Thai Secom Pitakkij									F		
52. Sahachol Food Supplies		F		F							
53. Erawan Textile		F									
54. Thai Sports Garment			A								
55. S R P nanasai											
56. International Leather Fashion											
57. K.Commercial and Construction		G	A								
58. Sahapat Real Estate		A		F							
59. Pens Marketing and Distribution				F							
60. United Utilities		F	A,D								
61. Saha Nam Textile		A									
62. Tsuruha (Thailand)		A		DE							
63. Issara Unitted			A								
64. Shop Global (Thailand)			A								
65. WBRE			A								
66. Canchana International			F	F							
67. Amis Du Mode			A								F
68. BNC Real Estate									F		

Structure of Management

Position												
Khanisorn Suyanand	Ramida Russell Maneesatiean	Kityaporn Chaithavorn- sathien	Pisamai Chunmanu	Somkid Chakawan- norasing	Nonglaks Techaboorn- anek	Viritpol Chaithavorn- sathien	Chailert Manoonpol	Pennapha Dhanasarnsilp D.B.A.	Pairoj Hirunwong sawang	Nuttaphat Petchra- tanaporn	Munchusa Terapongpipat	Surat Wongrattana- passorn Ph.D.
			D									
												F
		F										
										F		
							F					
F					D							
								D				
									F			
	F	F										
	F					F				D		
	F									F		

Corporate Governance

The Company's Board of Directors has extensively emphasized good corporate governance in order to operate the business transparently and strive towards with commitment to the continuous improvement of Corporate Governance, effectively and securely, including bringing sustainable and fair growth to all parties concerned. It has also helped to increase the value-added aspect of the Company and the prosperity of its shareowners. The Company's policy on business operation is based on the principle of good governance of the Stock Exchange of Thailand based on a sufficient economy, i.e. moderation, reasonableness and immunity, through the use of knowledge, discretion and caution in planning and operations. At the same time, the Company has encouraged integrity, honesty, hard-working, economizing, sharing and intellectual capacity in its business execution and has been ready to face economic, political, cultural and social changes with a view to well-balanced and sustainable benefits.

Corporate Governance Policies

The Board of Directors is confident that a proper, transparent and accountable governance system is in place along with checks and balances and an internal control system that is sufficient and appropriate. Alongside these mechanisms are due respect for the rights and equality of shareholders and accountability to all stakeholders. These key factors contribute to the enhancement of the organization's immunity and promotion of a balanced and sustainable growth in the long-term.

In pursuance thereof, the Board of Directors thereby prescribed the following corporate governance policies as a practice guideline for the company directors, executives and all employees.

1. Company Directors, Executives and all employees are fully committed to the application of corporate governance principles, business ethics and Codes of Conduct for Company Directors, Executives and employees to Company operations.
2. Company Directors, Executives and all employees must perform their duties responsibly, prudently, earnestly and honestly in accordance with the relevant laws, Company Articles and Notifications.
3. Actions shall be taken to ensure that the Company management structure contains clear prescriptions of powers, duties and responsibilities of each Company Committees and Executives.
4. An internal control system shall be installed and risks management shall be managed at suitable levels, including an accounting system and financial statement which are accurate and reliable.

5. Information shall be disclosed in a sufficient, reliable and timely matter to the extent that the legitimate interests of the Company are not prejudiced.

6. The ownership rights of shareowners shall be appreciated and respected. Shareowners shall be treated equitably.

7. Undertakings shall have regard to the responsibilities of shareowners, stakeholders, communities, society and the environment.

8. There shall be a determination to strive towards business excellence with commitment to the creation of customer satisfaction by receiving comments and self-assessments in order to enhance management capabilities and continually promote productive creativity.

9. Virtue, ethics and good values shall be instilled. Employees shall be treated fairly with a commitment to develop and enhance the capabilities of personnel.

10. Dishonest conduct, corruption and intellectual property violations shall be suppressed. Laws and human rights shall be respected.

11. Conflict of interests shall be dealt with prudently and reasonably with due regard for the Company's interests.

Sub Committee

Management structure consisted of as follows :

1. Board of Directors
2. Executive Committee
3. Audit Committee
4. Remuneration Committee
5. Nomination Committee
6. Risk Management Committee

Name list of each set of directors are shown in page 80-81 in this annual report.

To give confidence to shareowners regarding the Company's operation as being transparent, filtering, cross-checking and giving discreet consult.

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

The Structure of the board and the company's administration provides sufficient cross-check. The authority transfer between the board and the administration divisions is clear, with written documentation, and has been approved by the board of directors,

no. 1/2557 on May 27th, 2014. It has been documented in the Board's meeting minute.

By separate and independent scope of duties and responsibilities in order to ensure good corporate governance.

- **Board of Directors** a group of eleven people, management structure consisted in page 107-108 in this annual report. The meeting schedule for the Executive Board of Directors is set on a weekly basis.

In 2014, (according to the year of service from April 2013 to April 2014) 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 and attendance to the meeting on page 80-81 of this annual report.

- **The Executive Board of Directors** a group of twelve people who is assigned and authorized by the Board of Directors, consists of four Directors and eight 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 Executive Board of Directors is set on a weekly basis.

In 2014, (according to the year of service from April 2013 to April 2014) 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 and attendance to the meeting on page 80-81 of this annual report.

- **The Audit Committee** is a group of four independent directors and two Audit Committee Members (Mr. Amorn Asvanunt, Mrs. Duangphorn Sucharittanuwat) who graduate 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.

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 Executives Board of Directors based on their past performance in the previous year.

In 2014, (according to the year of service from April 2013 to April 2014) the Audit Committee has arranged twelve meetings. The attendance of each Audit Committee Member is shown in the Chart displaying Directors and Executives' position and attendance to the meeting on page 80-81 of this annual report.

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

In 2014, (according to the year of service from April 2013 to April 2014) the Remuneration Committee arranged two meetings. The attendance of the Remuneration Committee is shown on the chart on page 80-81 of this annual report, which also shows his position and attendance to the meetings.

- **The Nomination Committee** consists of four members from the Board of Directors and one executive 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 2014, (according to the year of service from April 2013 to April 2014) the Nomination Committee arranged three meetings. The attendance of the Nomination Committee is shown on the Chart displaying Directors and Executives' position and attendance to the meeting on page 80-81 of this annual report.

- **The Risk Management Committee** consists of one Audit Committee member, one Director and five Management staff 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 2014, (according to the year of service from April 2013-April 2014), the Risk Management Committee arranged six meetings. The attendance of the Risk Management Committee is shown on the Chart displaying Directors and Executives' position and attendance to the meeting on page 80-81 of this annual report.

Scope of the Authority and Responsibilities

The Authority and Responsibilities of the Board of Directors

- Operational Authority

1. To appoint sub committees and determine the 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 to more than baht 50 million and debenture issuance for use as company's working capital.

4. To approve the granting / revoking of more than baht 50 million loan.

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

6. To approve collateral granting/revoking and liability granting/revoking of liability 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 consider entering into transactions with all individuals involved.

9. To file a suit to either Civil or Criminal Court, to submit a request for Juridical Arbitration, to petition to an inquiry official, to charge against an offender of the company for legal proceedings under the Criminal Code, and to conduct sub-delegation of power to any party to act on behalf of the company. The sub-delegation of power shall include the power to revoke the petitions, to compromise on any conflict, and to accept compensation for the company. This includes the appointment of a lawyer to file suit or to attend trials in all courts on behalf of the company until the final court proceedings for any cases relevant to the irregular course of business, and/or vice versa.

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

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

12. To invite the Management, executives and employees of the company involved in any particular issues to provide some explanation, to give comments, to participate in the Meeting, or to provide any documents as necessary.

13. 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.

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

- Duties and Responsibilities

1. To carry out corporate operation in accordance with the law and regulations of the Securities and Exchange Commission and of the Stock Exchange of Thailand, with 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 an accurate, complete, up-to-standard and reliable information.

- To report company's operation with correct, complete and up-to-date content.

- To allocate compensation to shareowners with proper and worthwhile standard.

3. To set up policies and direction for corporate operation, to supervise and control the administration 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 consistently, as well as to 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 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.

8. To adopt a prudent and clear consideration procedure of any transactions 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.

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

10. To acknowledge administrative reports from the executive committee.

11. To specify the date, time and venue for the General Shareowners' Meeting, including the meeting agenda, determination of dividend payment (if any), and to prepare Board of Directors' comments to be proposed for consideration by the shareowners in a 21-day period before each General 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 of eligible shareowners' participation in the General Shareowners' Meeting not longer than two months in advance before the meeting schedule and to set the closing date for share transfer registration by one business day after the record date in order to conclude the list of shareowners eligible for participation in the General Shareowners' Meeting in accordance with Section 225 of the Securities and Exchange Act to ensure the shareowners' right to participate in the Meeting and to receive dividend payments.

12. To prepare a report on the "Board of Directors' Responsibility for the Financial Reports", for disclosure in the Annual Report of the company (56-2 Reporting Form) and the annual financial report (56-1 Form).

13. 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.

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

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

The Authority and Responsibilities of the Company's Executive Board

The Executive Board has been empowered by the Board of Directors to sign on behalf of them for the business operation of the company as follows :

- Operational Authority

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

2. To consider and scrutinize the process for entering into all connected transactions with any amounts as well as to summarize and propose the results of the transaction to the Board of Directors for approval such as making contracts of purchase or sale of goods and every kind of products including making contracts to provide or receive services with any persons, companies, partnerships, government agencies, state enterprises and juristic persons in domestic and foreign countries in accordance with the company's objectives and regulations.

3. To enforce other operational regulations as appropriate.

- Duties and Responsibilities

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

2. 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.

3. 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.

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

5. To be responsible for preparation of financial statement, financial reports audited by external auditor and proposing it to the Audit Committee, the Executive Board and the Board of Directors for approval, respectively. In addition, the Executive Board has been authorized to sign on the cheque within the limit set by the Board of Directors for deposit and withdrawal including making the contracts relating to borrowing, lending, overdraft lending and endorsing the promissory note, cheque, draft, bill of exchange and other financial instruments 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.

6. 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.

7. 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.

8. To consider and approve the purchase/revocation/ sale 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.

9. 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.

10. 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.

11. To approve the opening and closing of bank accounts.

12. To approve the receiving and revoking of bank loan.

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

14. To approve price adjustment and/or destruction of deteriorated and/or outdated inventory.

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

19. 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.

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

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

The conditions for the company's empowerment are as follows:

1. Two of the Executive Board are required to co-sign without affixing the corporate seal within a limit of baht 500,000.

2. The Executive Board and one of the authorized Board of Directors are required to co-sign without affixing the corporate seal within a limit of baht 1,000,000.

3. Two directors of the Company's Board are required to co-sign and affix the corporate seal without amount limit (no authorization is required in accordance with the registered Certificate of the Company).

4. If the amount of transaction is beyond a set limit, it is required to get approval from the VC Committee within a set limit of baht 10 million; and from the Executive Board's meeting within a set limit of baht 50 million.

5. For the transaction limit beyond baht 50 million, it is required to get approval from the Board of Directors' meeting.

6. In case of urgency and the approval cannot be sought, the two Executive Board who are members of the Board of Directors altogether will consider and pre-approve the transaction, then propose it for ratification by the Executive Board and/or the Board of Directors under the authorized limit.

7. These regulations shall be reviewed and updated every year,

under the supervision of Mrs. Duangrudee Milintanggul, the Company Secretary acting as the registrar.

The Authority 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 audit or employees of the company who involved in any particular issues to provide some explanation, to give comments and to participate in the Meeting, or to provide documents as necessary and to access to information of the company at all levels.

3. To investigate any persons 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.

2. To review and ensure that the Company has suitable and effective internal control system and internal audit system. Its responsibilities include considering an independence of the internal audit unit, as well as to approve an appointment and termination of the head of the internal audit unit or other related units responsible for the internal audit.

3. To review that the Company comply with laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business.

4. To consider, select, nominate or remove independent persons to be the Company's auditor, and propose such person's remuneration fees, as well as to attend a non-management meeting with the auditor at least once a year.

5. To consider that the related transactions or transactions which may have conflicts of interests are complied with the laws and the regulations of the Stock Exchange of Thailand in order to ensure that they are reasonable and for the best benefit of the Company.

6. To prepare the Audit Committee's Report and have it disclosed in the Company's Annual Report to which it must be signed by the Audit Committee's Chairperson and consisted 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.
- 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.
- 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 that 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.

7. In carrying out the Audit Committee's duties, if it finds or has any suspects that there are transactions or the following 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 or irregularity or have key mistakes 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.

8. To support and follow up to ensure that the Company has effective risk management system.

9. To improve the Charter of the Audit Committee and present it to the Board of Directors for approvals.

10. 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 laws.

Reference to 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 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 some explanation, to give comments and to participate in the Meeting, 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 under expenses of the company.

- Duties and Responsibilities

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

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

3. 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 general shareowners' meeting.

4. To consider an appropriation of remuneration to the Company's Directors and other committees on individual basis, by taking into account of authority and scope of responsibilities within the amount limit approved by the shareowners' meeting.

5. To improve the Charter of the Remuneration Committee and present it to the Board of Directors for approvals.

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

The Authority and Responsibilities of The Nomination Committee

- Operational Authority

1. To invite the Management or employees of the company involved in any particular issues to provide some explanation, to give comments and to participate in the Meeting, 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 cases under expenses of the company.

- Duties and Responsibilities

1. To nominate qualified persons to assume the office of the Company's Directors.

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

3. To give comments or recommendations for consideration.

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

5. To improve the Charter of the Nomination Committee and present it to the Board of Directors for approvals.

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

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 under expenses 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 precautions signals and all irregularities.

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

5. To improve the Charter of the Risk Management Committee and present it to the Board of Directors for approvals.

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

The Authority 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.

Nomination and appointing of Board of Directors and Top Management

The Company has a Nomination Committee who will be responsible for selecting the qualified person(s) to replace the vacant position and propose to the Board of Directors and Shareowners' Meeting for approval respectively. Except in case that member(s) of the board of directors has not resigned in due course, the Nomination Committee may consider to appoint a new director to replace the vacant position in compliance with the Company's Articles of Association. This process can be done in the next board of directors' meeting, unless the remaining term of service of such director is less than 2 months.

Regarding the process of appointment directors, the Company has a specific recruitment guideline, that is, to considered well-rounded and qualified person who best fitted to take up the vacant position. A Board Skill Matrix is prepared, along with details regarding personal skill and expertise of each director, and is used in the appointment process. Such procedure is to ensure that the Company directors are recruited from varieties of background and expertise, with visions, morals and ethics. Their professional background must also be unquestioning, with no qualification against either corporate or legal regulations.

Additionally, Nomination Committee also finds possible candidate for company director from members of the Thai Institute of Directors (IOD).

Independent directors, Nomination Committee select, recruit and nominate independent directors according to the criteria and qualifications stipulated by the Stock Exchange of Thailand and the SEC in order to propose the list to the Board of Directors and the Shareowners' meeting.

Qualifications of Independent Director

The Company has specified definitions and qualifications for independent directors, which are stricter than minimum requirements of the Securities Exchange Commissions stated in the Form 56-1, attachment of the invitation letter for the 50th general shareowners' meeting 2014 and is publicized on the company's website (<http://www.icc.co.th>).

Right of minor shareowner's in nominating directors

In order to ensure that all shareowners are treated equally, the Board of Directors provide opportunity for minor shareholders to nominate qualified person as company director, during the period of 1-30 of December, 2014. The procedure and practices are clear and transparent and are published in the Company's website.

Top Management Nominations

The Nomination Committee finds and selects company directors by selecting either from internal management personnel or external candidates. They must be well-qualified, have good understandings of the Company's business, able to achieve the targets given by Board of Directors, and possess no forbidden qualifications according to laws.

The Board of Directors clearly defines top management's duties and responsibilities. President and Executive Chairman appointed by Board of Directors as management head, is to govern the company's operational administration.

The Company also has a successor policy in case of retirement or emergency termination, with a clear and transparent procedure.

Management Recruitment

The Company considers managerial candidates from within the company by finding person who is well-rounded, skillful and experienced in the related field of work. The Company develops and prepares all staff so that they can become future management. Staff will undergo performance appraisal after which those with outstanding performance will be assigned a higher and more challenging task. The Company is on its constant preparation to develop and train replacement staff in case any function becomes vacant. However, in the case that vacant position could not be filled from internal resources, external recruitment will be employed and the qualified candidates will propose to President and Executive Chairman for approval.

Composition and Appointment of Company Committees

1. Composition and Appointment of the Company's Directors

According to the Company's Articles of Association: Chapter 3 "Board of Directors" Article 18 and the Charter, the shareowners' meeting determines the number of required directors but not less than five. The person to be appointed as director must not have prohibited characteristics as specified by the law or the Company's Articles of Association, or must not be described as inappropriate or untrustworthy to manage a business of the listed company under the requirements set by the Securities and Exchange Commission, provided that at least half of all directors must reside in the Kingdom of Thailand. The

number of independent directors and Audit Committee must be in accordance with the announcement of the Capital Market Supervisory Board.

Process to appoint the Board of Directors.

According to Company's Articles of Association : Chapter 3 "Board of Directors" Article 20 and the Charter, stipulating that 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.

Removal

- Termination

According to the Company's Articles of Association : Chapter 3 "Board of Directors" Article 21 and the Charter, stipulating that 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 years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors holding office the longest shall retire, and the director who retired in due course may be re-elected.

- Other Terminations not in due course

1. According to the Company's Articles of Association: Chapter 3 "Board of Directors" Article 22 and the Charter, stipulating that the director shall be terminated/dismissed from the position in the case of :
 1. death
 2. resignation
 3. lack of qualifications or possession of characteristics prohibited by law or these Articles
 4. Being described as inappropriate or untrustworthy to manage a business of the listed company,

as per regulations specified by the Securities and Exchange Commission

5. removal by resolution of the Shareowners' Meeting
6. removal by the court order.

According to the Company's Articles of Association: Chapter 3 "Board of Directors" Article 24 and the Charter, stipulating in case of vacancy in the Board of Directors for reasons other than by due course, the Board of Directors shall elect a person who has qualifications and does not possess the characteristics prohibited by law to be a substitute director at the next meeting of the Board unless the remaining term of Directors of office of such a director is less than two (2) months.

2. According to the Company's Articles of Association: Chapter 3 "Board of Directors" Article 25, stipulating that the Shareowners' Meeting may pass a resolution removing any director from office prior to retirement by the votes of not less than three-fourth (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.

2. Composition and Appointment of the Executive Committee

According to the Charter, the Executive Committee must comprise of at least five members. The Board of Directors has appointed four directors and other eight executives to hold position of the Executive Committee and assigned duties performance on behalf of them. The appointees must have sufficient knowledge and experience to properly manage the Company's business.

Appointment shall be made by the Board of Directors' Meeting.

Removal

- Termination

According to the Charter, the Audit Committee shall serve a term of one year from the day on which a resolution is passed for the appointment, once a term is completed and replacement Executive Board is appointed. An appointment must be completed within two months from the day on which the outgoing Executive Board completes their term. Member of the Executive Board who have completed a term may be reappointed.

- Other Terminations not in due course

In accordance with the Charter, executive board are to retire from the post under the following circumstances :

1. Death
2. Resignation

3. To be removed from the Company's director
4. Being described as inappropriate or untrustworthy to manage a business of the listed company, as per regulations specified by the Securities and Exchange Commission
5. Removal from office at the resolution of the Board of Directors.

In the case where a position in the Executive Board becomes vacant due to a reason other than completion of term, the replacement shall be made or not depends on the consideration of the Company's Board. In case the replacement is made, the replacement member is to serve for only the remaining term of the member whom he/she replaces.

3. Composition and Appointment of the Audit Committee

According to the Charter, the Audit Committee must be comprised of at least three members. All member must be the company directors who are qualified as members of the Audit Committee as specified by the Securities and Exchange Commission as following details :

1. Having been appointed by the Board of Directors and/or at a shareowners meeting
2. Being an independent director
3. Not having been assigned by the Board to make decisions concerning the operation of the parent company, a subsidiary, an affiliate, a subsidiary of the same level, a major shareowner or any authorized person
4. Not being a director of the parent company, a subsidiary, a subsidiary of the same level which is a listed Company
5. Having sufficient knowledge and experience to perform duties as a member of the Audit Committee, provided that at least one member of the Audit Committee has sufficient knowledge and experience to review the credibility of financial statements.

In the case where a change of Audit Committee member qualifications is made by the Securities and Exchange Commission and/or Capital Market Supervisory Board, the above qualifications must be changed to reflect accordingly.

The Board of Directors has appointed 4 directors to take position as the Audit Committee. At least one of these directors has possessed necessary accounting or financial knowledge.

Appointment shall be made by the Board of Directors' Meeting.

Removal

- Termination

According to the Charter, it serves a term of two years from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement has not been appointed by the Board of Directors, the outgoing Risk Management Committee must continue to serve until a replacement is made. An appointment must be completed within three months from the day on which the outgoing Risk Management Committee completes their term. Members of the Risk Management Committee who have completed a term may be reappointed.

- Other Terminations not in due course

According to the Charter, the Audit Committee are to retire from the post as following reasons:

1. Death
2. Resignation
3. Termination of the post as a company director
4. Premature removal from office at the resolution of the Board of Directors
5. Disqualification as pronounced by the Securities and Exchange Commission.

In the case where a position in the Audit Committee becomes vacant due to a reason other than completion of term and where the remaining term is longer than two months, the Board of Directors or the shareowners' meeting shall appoint a properly qualified individual to the vacant post at the next meeting. The replacement member is to serve for only the remaining term of the member whom he / she replaces.

The company has not fixed the maximum consecutive office term for the Audit Committee. Consideration on this matter shall be made by the Nomination Committee and the Board of Directors.

4. Composition and Appointment of the Remuneration Committee and the Nomination Committee

According to the Charter, these two committees must be comprised of at least three members per each committee. The Board of Directors shall appoint the company directors and/or other individuals who have sufficient knowledge and experience relating to the posts. The Company's Board of Directors has appointed two directors and one executive to take the position of the Remuneration Committee, while four directors and one executive have been appointed to take up the position of the Nomination Committee.

Appointment shall be made by the Board of Directors'

Meeting.

Removal

- Termination

According to the Charter, it serves a term of one year from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement Remuneration and Nomination Committee has not been appointed by the Board of Directors, the outgoing Remuneration and Nomination Committee must continue to serve until a replacement Remuneration and Nomination Committee are appointed. An appointment must be completed within two months from the day on which the outgoing Remuneration and Nomination Committee complete their term. Members of the Remuneration and Nomination Committee who have completed a term may be reappointed.

- Other Terminations not in due course

According to the Charter, the Nomination and the Remuneration Committees are to retire from the post under the following circumstances :

1. Death
2. To be dismissed from the Company's employee
3. To be removed from the office by the Board of Directors.

In the case where a position in the Remuneration and Nomination Committee becomes vacant due to a reason other than completion of term and where the remaining term is longer than two months, the Board of Directors shall appoint a properly qualified individual to the vacant post at the next meeting. The replacement member is to serve for only the remaining term of the member whom he/she replaces.

The Company has not fixed the maximum consecutive office term for the Remuneration and Nomination Committee. Consideration on this matter shall be made by the Board of Directors.

5. Composition and Appointment of the Risk Management Committee

According to the Charter, the Risk Management Committee must be comprised of at least three members. The Board of Directors has assigned the Audit Committee to supervise the Risk Management Committee.

The Board has also appointed Chairman of the Risk Management Committee and six members.

Appointment shall be made by the Board of Directors' meeting in compliance with the Audit Committee's approval.

Removal

- Termination

According to the Charter, it serves a term of two years from the day on which a resolution is passed for the appointment. Once a term is completed and a replacement has not been appointed by the Board of Directors, the outgoing Risk Management Committee must continue to serve until a replacement is made. An appointment must be completed within three months from the day on which the outgoing Risk Management Committee completes their term. Members of the Risk Management Committee who have completed a term may be reappointed.

- Other Terminations not in due course

In according to the Charter, the Risk Management Committee are to retire from the post under the following circumstances:

1. Death
2. To be dismissed from the Company's employee
3. To be removed from the Company's director.

Supervision of the operation of subsidiary and affiliated companies.

The Company has two subsidiary companies to which the Company sends its management to act as directors, and its Executive Chairman as Chairman. The roles and duties are to govern the operation of subsidiary companies, to ensure that any accounting transactions are abided by its parent company which is listed in the Stock Exchange of Thailand.

Additionally, the Company appoints persons-in-charge whose responsibilities are to ensure that its subsidiaries companies follows procedures and disclose important information as practiced by its parent company, for instance, related activities between parent and subsidiary companies, the acquisition and the selling of assets, or other significant activities

The Company has eight affiliated companies. These companies are joint-ventured by companies in Saha Group as well as other non-group companies. The Company has no control over the management of the affiliated companies. The management of each company is under the supervision of its board of directors.

In execution to allow the Company directors and the executives to hold title in other companies, the Saha Group of companies by a top management team would consider to whether assign or not any directors or executives from which company in the group to be the group's representative as a joint-venture or in accordance with the joint-venture agreement

based on type of business, and its necessity of that acquirement. If this is applicable, the qualified director or executive with necessary knowledge, capability and expertise in related business shall be assigned.

Internal Information Management

The Company has the measure for internal information management. It has been set in the business ethics as a guideline in dealing with the Company and shareowners, as well as to set the employee conduct for the directors, executives and staff at all levels performing with honesty, responsibility, discipline and consciousness towards public and oneself, not for the seek of the benefit of oneself and/or others improperly. The Company's benefit and assets should be kept by not using the Company's information and assets for self or other's benefit and do not perform anything that will support others in competition with the Company. The Company has provided the corporate governance policy, business ethics and employee code of conduct to board of directors, executives and staff as a guideline for business operation and a principle for working. This is distributed through the Company's website (<http://www.icc.co.th>)

The above-mentioned topics have been stipulated in the Company's working regulation. The highest disciplinary punishment for violation is dismissal from the Company. This regulation has been followed by all directors, executives and staff at all levels.

The Company has measures to supervise the corporate securities trading, by stipulating in the directors, executives and employee's code of conduct preventing directors, executives and staff who work in the divisions with accessibility to inside information, from purchasing or selling the Company's shares within the period of one month prior to the disclosure of the Company's financial statements to the public except doing it as normal transactions without related to the said information.

In addition, at every board of directors' meeting, there is to be an agenda for acknowledgement which relating to the report on sales / purchase of properties, possession of Company shares by board of directors, and executives committee included their spouses and minor children at all times. In cases of any sales or purchase of Company shares, the Company and the Stock Exchange Commission (SEC) shall be informed of this transaction in accordance with the SEC's regulations.

There was one director and one executive who traded shares of the Company this year and already informed the transaction to the Securities and Exchange Commission in due time together with the report of their assets ownership to the board.

The Company will enforce one additional policy requiring the directors and executives to report their trading in securities to the Board of Directors at least one day before the trading date.

Furthermore, the Company has adopted a supervising measure on directors' stake holding. The directors and executives are required to report to the board at all times concerning their stake holding or related person's, as set by rules and regulations of the Securities and Exchange Act, and also report to the Company's board of director at every change.

In 2014, the Directors and Executives followed the policy strictly.

Remuneration of Auditor

1. Remuneration for auditing service

The Company and its subsidiaries have been approved by the Annual General Shareowners' Meeting to pay the remuneration to office of KPMG Phoomchai Audit Ltd. as follow :

(in Baht)

Remuneration for auditing service	2014	2013
I.C.C. International Plc.	1,300,000	1,260,000
The Company's subsidiaries (2 companies)	341,693	-
Total	1,641,693	1,260,000

Amis Du Monde SARL is not used as same the Company's auditor because a company located abroad and transaction size is small.

2. Other services

In the year 2014, the Company and its subsidiaries do not pay the cost of other services provided to the auditor of the Company and subsidiaries auditing the auditors, parties related to auditors and the audit as the auditors under.

Conducting of corporate good governance on other matters

Being well aware of the importance of good governance, The Board of Directors have improved on its good governance in compliance with the ASEAN CG Scorecard and in line with the 2012 principles for good governance of registered companies, as approved by the Board in the meeting of 9/2013 on 28 January 2014, consisting of:

1. Corporate Governance Policies
2. The five principles for Corporate Governance
3. Business Ethics
4. Code of Conduct for Company Directors, Executives and Employees

All the above topic have been distributed to all company directors, executives, employees, and being publicized with all details on the company's website (<http://www.icc.co.th>) in order to be adhered as the principle of their work in the same direction.

ICC Board of Directors, executives and employees at all levels have seriously concerned to practice according to the Good Corporate Governance Principles, and strived to develop it continually. Several accolades were therefore granted to the company in recognition of such efforts in 2013 as follows:

- Assessment of arrangement quality of the Annual General Shareowners' Meeting 2014 by the Thai Investors Association with total score of 100, is classified at "Excellence and Exemplary" level for six consecutive years.
- Corporate Governance Report of Thai Listed Companies 2013 Award granted by the Thai Institute of Directors Association under the support of the Securities and Exchange Commission and Stock Exchange of Thailand, with total rating score of 93, classified at "Excellence and Exemplary" Five Star level for four consecutive years.

In 2014, the Company continues to administrate conformably to the principle of good corporate governance for companies registered to the Stock Exchange of Thailand for the year 2012, which covers following 5 topics:

1. Shareowner's Right

Realizing the importance of shareowners and respect to the ownership rights, the Company's Board of Directors has then set up a policy which covers upon the protection of shareowners' right, to ensure that all shareowners' being equally provided with equal and fair treatment to each and every one, as specified in the Company's articles of association and business ethics with

the fundamental rights. The Company takes into consideration the shareowners' legal right, without encroaching or lessening it.

The basic rights of the shareowners are as follows :

- The right to own, trade and transfer the shares.
- The right to attend the shareowners' meeting.
- The right to appoint a proxy to attend the meeting and to vote on one's behalf.
- The right to vote and jointly make decision on crucial matters
- The right to receive dividends on an equal basis.
- The right to elect the Company's board of directors, and determine their remuneration.
- The right to appoint auditors and determine their remuneration.
- The right to give comments and questions during the Shareowners' meetings, as well as to receive sufficient information timely and equally.
- Granting of equal repurchase rights of the company's shares to all shareowners.
- The right to regularly and timely receive the information, business performance and management policies, including the information on related transaction, important asset trading, and the information to be used in the shareowners' meeting, i.e. namelist of the Company's top ten shareowners as of the closing date for the general shareowners' meeting, the minutes of shareowners' meeting within 14 days after the meeting date, portions of minor shareowners' including necessary information for their decision making. All these information must be distributed both in Thai and English via the channel of the Stock Exchange of Thailand and the Company's website (<http://www.icc.co.th>).

Aside from the shareowners' basic rights, the Board of Directors have emphasized an importance on correctly, completely, timely and transparently disclosing of information and news with a view on benefit for shareowners to receive all information equally and thoroughly. Additionally, some other measures have been executed to promote the rights of shareowners and facilitate for exercise of their rights as follows:

1.1 The Annual General Shareowners' Meeting

The Board of Directors ensures that information pertaining to the day, time, venue and agenda of the meeting are provided together with explanations and reasons supporting each agenda in the meeting notice. The shareowners' meeting venue shall be conveniently accessible.

The Board of Directors have considered as important responsibility to arrange the General Shareowners' meeting on a yearly basis within 120 days after the end of the Company's fiscal year at a convenient date, time and proper place for every shareowner in order to allow them to participate in monitoring and supervising the company's operation. In case of urgent matter or a special agenda needed to be submitted, or there is a matter that might affect shareowners' benefits, rules or regulations to be enforced which require shareowners' approval, the company shall arrange an extra-ordinary meeting as the case may be. During the Shareowners' meeting, the company has strictly conducted by abiding according to the AGM checklist of the Securities and Exchange Commission.

In 2014, the 49th General Shareowners' Meeting was held on April 21, 2014 at Montien Riverside Hotel, where the meeting is annually held to prevent Shareowners' confusion. A clear and easy-to-read road map of the venue was attached to the invitation letter.

In the past year, the company has not repurchased the share and did not enter any agreement with substantial shareowners bearing significant impacts the company or other shareowners. Neither did it prohibit or obstruct communications among shareowners.

Before the Annual General Meeting (AGM)

1. The agenda and details of the meeting in both Thai and English have been informed to all shareowners via the channel of the Stock Exchange of Thailand since February 25, 2014, approximately two months prior the meeting in order that the shareowners can arrange their available time to attend the meeting. The information about this meeting was also published on the Company's website.

2. The Company has sent out an invitation letter with sufficient detailed documents containing facts with explanation and reasons clearly defined whether it is for acknowledgement or for approval including the board of directors' comments for each agenda. Which is 21 days prior to the meeting date (better than the standard) in order to allow the shareowners to consider the up-front information. Enclosed with this letter were the meeting agenda, annual report, financial statement, proxy Form B, information on eligible candidates for the Board and a map of the meeting venue together with explanation and necessary documents needed to present to the meeting, including the procedure to attend the meeting for maintaining their rights and regulation concerning the general shareowners' meeting. These documents were complete and sufficient to support Shareholders

to make decision and vote for each agenda. (the information of each agenda is available in the invitation letter which is distributed on the Company's website). The invitation letter was also announced in Thai newspapers for 3 consecutive days during April 9-11, 2014-twelve days prior to the meeting date.

Furthermore, the shareowners may download from the website authorized proxy forms which have been prepared and complied with the announcement of the Ministry of Commerce in three options: types A, B, and C. Any one of the three available formats can be chosen to suit individual needs.

3. The company provides an opportunity to shareowners to participate in the meeting, encouraging them to give comments or questions on all concerned company's matter. In addition, the company also allow individual or group shareowner holding a combined amount of shares not exceeding 5 percent of total shares with voting right of the company to propose issues for inclusion on the AGM agenda and/or to propose qualified candidates for election as the company's directors.

In the general shareowners' meeting for the year 2015, the Company has provided an opportunity for shareowners to propose any agenda to the 50th general shareowners' meeting and to nominate any person to be elected as a member of the board of directors during December 1-30, 2014, prior to the meeting by submitting to Mrs. Duangrudee Milintanggul, the Company's Secretary for further procedure. This process would be publicized in both English and Thai language via the channel of the Stock Exchange of Thailand and the Company's website. However after the due date, there was no agenda to be proposed by shareowner in the 50th general shareowners' meeting and no candidate has been nominated to be elected as a member of the board.

Furthermore, the company provides an opportunity to shareowners to send in questions relating to the meeting agenda to the Board of Directors prior to the meeting date via E - mail : iccset@icc.co.th or by facsimile 0-0294-1155, by clearly defining the criteria for question submission in the Annual General Shareowner's Meeting Notice and on the Company's website.

During the AGM

1. The Board of Directors is responsible for the shareowners and realizes the participation in the Annual General Shareowner Meeting as the duties of the Board of Directors, members of every committee and every executive to attend the meeting at all times in order to allow all shareowners to ask about the company's information and answer their questions.

In the 49th general shareowners' meeting held on April 21, 2014, eleven members of the Board of Directors have all attended the meeting, including the chairman of the board and the chairman of the five committees. The audit committee, the remuneration committee, the nomination committee, and the risk management committee were all present. Members of executive board, management team, the President and Vice President of Accounting, Finance and Information Technology as well as the Company's auditors were present at the meeting. The name list with title of all Company board, committee and executives who attended the shareowners' meeting can be found in the minutes published on the Company's website (<http://www.icc.co.th>).

2. All shareowners have been equally treated. At the commencement of the meeting, the chairman gives a brief of all rules and regulations as well as the method for voting and counting votes on each item of the agenda in accordance with the Company's articles of association including ballot using approach. Every shareowner attending the meeting was given an opportunity to ask questions, make comments, and offer opinions freely at every agenda. The clear and relevant answers were then provided to every question. With the use of barcode system, summary of votes counting with approval, disapproval and abstention vote results from each agenda has been registered. An accurate and complete minutes of meeting was also recorded including the method for voting and counting votes. This included a summary of the votes counted on each agenda, i.e. disapproval, approval and abstention, as well as questions and answers, was recorded.

At the last meeting, the President and Executive Chairman offered the chance of inquiry but no questions from shareowners were received.

3. The Board of Directors promotes the use of technology in shareowners' meetings in order to promote accuracy and speed. Votes are taken for each item on the agenda. Shareowners are given the right to elect Company Directors individually and ballot papers are used and independent overseers of the vote count are engaged.

In the general shareowners' meeting the barcode system was used for registration and votes counting to facilitate with quick response to the participating shareowners.

Voting on each agenda shall be done openly with the ballots being distributed to the shareowners. Only the ballots with disapproval and abstention vote were collected, except in the case of board of directors' election, all ballots from the shareowners were collected. Vote counting has been performed by deducting

the number of disapproval and abstention vote from the total number of votes. The number after deduction is considered to be the approval vote in that certain agenda. Barcode system has been used in votes counting and the result has been displayed on the projector for the shareowners acknowledgement.

In counting votes for each item of the agenda by using the barcode system, officers from Vira Law Office, as the Company's legal adviser, participated in the vote counting and cross-checked the voting on every item of the agenda for transparency, legitimacy and abidance by the Company's regulations, together with the Company's Auditors as observers of vote count. In case that any shareowners have a question or contradiction to the voting, they enable to check after the meeting.

Followings are 2014 results of voting in each agenda.

Agenda	Approval			Disapproval			Abstention		
	Number of persons	No. of shares	%	Number of persons	No. of shares	%	Number of persons	No. of shares	%
1 - 7	171	237,231,164	100.00	-	-	-	-	-	-

(Three more shareowners attended the meeting before entering to the agenda No. 1) More information can be observed from the minutes of the general shareowners' meeting publicized via the company's website (<http://www.icc.co.th>)

Furthermore, before beginning each agenda session, the registration officials shall re-announce the number of attended shareowners to the meeting.

4. The Company proceeds the meeting according to the meeting agenda in orderly manner without switching, adding or considering other agenda than set in the invitation letter. There is no change of important information without prior informing to the shareowners.

5. The whole session of the meeting was recorded on video tape and broadcasted on the Company's website (<http://www.icc.co.th>).

6. For the General Shareowners' Meeting the Company clearly prepared complete, sufficient details, facts and objectives with its rationale for each agenda item, which were already defined in the Meeting Notice.

- Profit allocation was considered in different items of the agenda

• Dividend payment and allocation of profit as reserve item.

- Matters relating directors were considered in different items, i.e. Directors Election and Directors Remuneration.

The important agenda of the shareowners' meeting are as follows:

- **Dividend payment** : the Company provides details of the profit appropriation, the proposed dividend payment ratio with reason and related documents to comply with the dividend payment policy of the company and to provide dividend payment comparison between this year and last year, as well as indicating the record date for eligible shareowners to receive dividend, the closing date for shares transfer registration and the dividend payment date.

- **Appointment of the Board of Directors** : the Company allowed the shareowners to use their right to vote for directors individually, and by providing them with primary information of the nominees i.e. name, surname, age, education and working experience including their positions holding in other company separated as Public Company Limited and Company Limited. (in the case that such company running the same business or in competition with that of the Company). Also, shareowners were provided with the information on the nominees attending the board of directors' meeting together with nomination criteria and the type of nominee (according to relating information of the nominees attached with the invitation letter), which were screened by the nomination committee.

In the re-election of retiring directors, the company also provided attendance record of directors on the past meeting as well as terms / years of their directorship.

In 2015, the Company has given right to shareowners to nominate candidate(s) to be elected as the Company's directors prior to the 50th general shareowners' meeting 2014. Details are as per item No. 3 Before AGM (Right of Shareowners) on page 99 in this Annual Report.

- **Remuneration** : The Board of Directors has granted shareholders with the authority to approve the remunerations of Company Directors on a yearly basis as well as to determine the rules for paying remuneration to each Company Committee. all the board of directors' remuneration has been annually submitted for approval in the shareowners' meeting.

The payment amount was considered by the remuneration committee. The policy and criteria of remuneration are stated on page 78 in this annual report. Furthermore, the Company has announced the approved amount and the actual payment amount, along with the payment method of the last year remuneration. Also a summary of the amount paid to the Company's board of directors, audit committee and executives individually, was stated in the form 56-1 on page 77-78 in this annual report.

- **The appointment of the Company's auditor and auditing fee** : The Company provides all details of the auditors such as auditor's name, auditor office, experience, capability, independency of the auditor, the number of terms/years on duty, reasons for change of auditor, and auditor's fee, including comparison information on auditing fee between last year and this year which passes the consideration of the Audit Committee.

After the AGM

1. The Company has disclosed resolutions of the shareowners' meeting with voting results via the channel of the Stock Exchange of Thailand on the next day after the AGM and publicized through the Company's website. The details on dividend payment have also been informed to shareowners for acknowledgement, and with coordination from the Company's registrar and Thailand Securities Depository Co., Ltd., the dividend shall be paid to every shareowner at equal and complete basis.

2. Provided the Minutes of the Annual General Shareowners' Meeting both in Thai and English versions with sufficient, clear, complete details and based on fact. There were records of name with title of all attended directors, questions raised by shareowners during the meeting with answers, voting and vote counting method, including the number of votes counted as Approval, Disapproval and Abstention on each agenda. The Minutes were submitted to the Stock Exchange of Thailand and all regulatory agencies concerned within 14 days after the AGM. The Minutes in both Thai and English versions were publicized on the company's website as the channel for shareowners to check data without waiting till the next AGM.

1.2 Structure of Shares owning

1. In the year 2014, the board of directors and executives, including their spouses and minor children, hold the Company's shares totaling 7.11%, which does not exceed 25% of the Company's sold-out shares, and the proportion of free float shareholding is at 38.62%, which is higher than 25% of the Company's sold-out shares.

2. The Company has adopted the cross shareowning structure which is not contrary to the No. 14 of the Notification of Capital Market Supervisory Board No. TorChor 28/2551, Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

Nonetheless, the Company has not developed a mechanism to prevent domination of business, which will allow management or authorized persons to use it as self protection in case that the administration is inefficient or not transparent.

In 2014, the Company disclosed the structure of related businesses with similar or related natures, or having cross shareowning structures on page 45-46 of this Annual Report. Similar information was also posted on the Company's website.

2. The Shareowners' Right to Equitable Treatment

Shareowners' right has been respected, recognized and treated at equal basis. The Company has no policy to provide benefits to any specific party either the major, minor or foreign shareowners. All shareowners enable to fully exercise their own rights in terms of voting on any matter as being as the business owner and ensuring that their rights shall be protected on fair basis with proper provision of sufficient facilities as follows :

2.1 Usage of right to attend the meeting

1. The right to vote in the meeting is according to number of shares owned by shareowners. One share equals to one vote and the company has only the ordinary shares.

2. In the Annual General Shareowners' Meeting, the company provided a procedure and channel as to create opportunities for minor shareowners to propose qualified candidates for director election. The shareowners were allowed to submit their proposals before the AGM meeting date. The Board of Directors determined the consideration criteria, as well as channels and timeline for submission of their proposals. Such information, both in Thai and English versions, was distributed through channels of SET and the company's website. Details as per Item 3; Before the AGM (Rights of Shareowners), on page 99 of the Annual Report for the year 2014.

3. In the 49th general shareowners' meeting held on April 21, 2014, the invitation letter has been sent to shareowners on April 1, 2014-21 days prior to the meeting date, in order to facilitate both local, foreign shareowners and institutional investors to have time to study details of each agenda item and appoint other person as a proxy to attend and vote on their behalf in case that they are unavailable to attend the meeting.

For the 50th general shareowners' meeting held on April 27, 2015, the Company will send out an invitation letter with all related documents as enclosure on April 3, 2015 which is 21 days prior to the meeting date. The enclosed documents comprise with the meeting agenda, annual report, financial statement, proxy form B, proxy procedure, information on eligible candidates for the Board and a map of the meeting venue. These documents will be complete and sufficient to help shareowner in preparing correct documents and making decisions for voting on each item of the agenda.

The company will also facilitate the foreign shareowners by sending out the invitation letter with relevant documents in English version.

Furthermore, the details of an invitation letter with all meeting documents which present the same written information as that sent to the shareowners in both Thai and English versions have also been published via the Company's website (<http://www.icc.co.th>), 30 days ahead of the meeting date, since March 20, 2014. This allows the Thai and foreign shareowners to access into the Company information conveniently and rapidly, including having more time to consider it.

4. The company facilitated all shareowners who themselves are unable to participate in the meeting to appoint a proxy so that all of them are able to join in the consideration process and casting votes on company activities according to the meeting agenda. To this, a Proxy Form B has been attached with the invitation letter, which provided sufficient information on the proxy appointment procedure, and relevant conditions were simplified to facilitate the process. Shareowner can authorize a proxy to attend the meeting on their behalf and the Proxy rights can be given to an individual or an audit committee member who is an independent director. Name list of the four audit committee members together with addresses and details of their stake holding in each meeting agenda have been provided in the invitation letter, and also are available in the company annual report which were sent to the shareowners along with the invitation letter. The authorization can be performed by using a Proxy Form B delivered together with an invitation letter in order to promote using a proxy form that the shareowners can set their voting direction or download the one prepared in compliance with regulations of Ministry of Commerce from the Company's website (<http://www.icc.co.th>) which contains three forms: Form A, Form B and Form C (used only in the case that shareowners is foreign investor and appointed custodian in Thailand). Only one form can be chosen.

In the 49th general shareowners' meeting held on April 21, 2014

	persons	No. of shares	% (shares)
Shareowners as listed in share registration	1,991	290,633,730	100.00
Total number of attendants	171	237,231,164	81.63
Attended by oneself	65	20,562,650	7.08
Proxy	106	216,668,514	74.55
- Proxy to audit committee	16	4,472,460	1.54
- Proxy to individual	90	212,196,054	73.01

5. Registration and attendance by proxy are facilitated by having excise stamps for affixing on the proxy form as complimentary from the company.

6. For convenience of registration at the meeting, attendees may register at least two hours prior to the meeting time and also the late attendees will be entitled to cast their vote on the remaining yet-to-be-deliberated items on the agenda including to be counted as part of the quorum from the time they cast their votes.

2.2 Supervision for the Internal Information Usage

One of the long-standing admirable aspects of corporate culture is a conscientious sense of business ethics, that the Company belongs to the public at large and not belongs to any individual or group of individuals. Hence, it is a major duty of all personnel at all levels to supervise the use of corporate property and to prevent its misuse for personal or any other purposes. This communal sense of responsibility has been ingrained into the conscience of all staff at all levels.

Awareness of such a responsibility has resulted in the corporate administration being run almost wholly by a group of people for many decades with holding discussion meetings on the same level and across departments at all times. This operation has prevented any one executive from causing significant damage to the Company by acting alone and without discretion.

In addition to the administration by a group of people, the Company has strictly adhered to the regulations as stipulated by ISO 9001: 2008, upholding the principle of transparency in management and decision-making which resulted the company to be in good corporate governance in every aspect. Moreover this operation of the Company has also resulted in highly satisfactory effectiveness in the afore-mentioned internal control.

The company has both policies and measures to supervise the internal use of data, the trading and holding of securities, as well as the report of conflict of interests of directors and executives. Details can be found on page 96-97 in this annual report. It is also stated in the company's business ethics to be implemented to the company and shareowners. It's also been specified in code of conduct for company directors, executives and employees.

In 2014, the above-mentioned topics have been stipulated in the Company's working regulation. The highest disciplinary punishment for violation is dismissal from the Company. All the regulations had been followed by all directors, executives and staff at all levels in 2013.

2.3 Trade in Securities of the Company and Report on Related Transactions

The Company has a policy and measures to supervise trade in securities of the Company and to report on related transaction of the directors and executives, according to the Code of Conduct, which prohibits directors, executives and employees, having access to inside information, from trading in securities of the Company, one month before public disclosure of financial statements of the Company, except, the normal trading transactions irrelevant to the inside information.

In 2014, the Company required the directors and executives to report the first holding of securities, and changes in the holding of securities of the Company to the Office of the Securities and Exchange Commission. In addition, the Company included an item concerning the report on securities holding of directors and executives, including spouses and minor children, in the regular meeting agenda of the Board of Directors.

2.4 Conflict of interest

The Company carefully and reasonably manages conflict of interest with consideration on the highest benefit towards the Company. Pricing follows fair trading conditions as trading with external persons. The Company sets operational system with transparency and follow the regulation of the Stock Exchange of Thailand by setting good corporate governance including setting in the ethics towards the Company and shareowners. The disclosure of information is provided in order to create equal information acknowledgement to everyone.

Inter-related transactions that may bring about conflict of interest, the Company would operate under the process of inter-related transactions with fairness and would follow pricing policy as normal business. The transactions are notified and disclosed to the meeting by specifying name and relationship of the related party, pricing policy, value of transaction, parties involved, the need for such transactions, as well as the opinions of the Audit Committee, the Executive Board and the Company's Board of Director including different views (if any) as required by rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. At the Board of Directors' meeting, the stake holding directors must leave the conference room and must refrain from voting on this agenda. All transactions

are disclosed in Thai and English to the SET and posted on the Company's website (<http://www.icc.co.th>) in both Thai and English as well. In addition, the summary of transactions is also being published in the Company's annual report and on the Form 56-1.

Related transactions likely incur conflicts of interest when compared to the total income is equal 5.06 % or when compared to total expense, is equal to 14.24 % which is lower than 25 percent.

Furthermore, the Company has the measure to control the related transaction and limit financial support for non subsidiary company. Giving loan or guarantee shall be done according to a share-owning proportion in compliance with joint-venture agreement. The related transactions in 2014 have been disclosed on page 119-121 of this annual report with complete, sufficient and transparent information.

In 2014, there were neither related transactions nor trading of assets that violated and/or not follow the regulations of SET or SEC.

2.5 Supervision of Asset Trading Transaction

The Company supervised trading in assets in accordance with the SEC criteria, Governing Acquisition or Disposition of Assets. In considering said matter, related directors did not participate in the decision-making process in order to ensure transparency and fairness.

3. Role of Stakeholders

The Board of Directors appreciates and respects the rights of various stakeholders by having regard to rights under the law or agreement with the Company. Stakeholders are ensured that their rights are protected and that they are treated fairly and equitably. A policy has been prescribed as a guideline for the treatment of each stakeholder group, which has also taken into consideration the community, society and the environment, to promote sustainable development, suppress dishonest acts and corruption, avoid intellectual property infringements, including giving due respect to human rights.

The company considers mutual business growth and profitability which lead to sustainable business operation. The regulation has been specified in the company's business ethics in order to ensure that stakeholders' legal rights will be fairly guarded with equal treatment for all parties.

The company has published a written business ethics distributed to the Company Directors, executives and employees

of all levels, via the intranet and the company's website (<http://www.icc.co.th>), as a guideline in dealing with the company, shareowners, customers, employees, trade partners, trade creditors competitors, government sector, society and environment.

Moreover the Company has implemented code of conduct for Company Directors, Executives and Employees as guidelines for the management and all employees in undertaking operations conscientiously. The guidelines are available for directors, executives and staff of all levels via the Company's intranet and website.

In case of any loss, the company and every group of stakeholders shall cooperate by seeking possible solutions and determining the appropriate measure favorable to all parties.

The Company has provided a communication channel for stakeholders contact, complaint, and suggestion via the "Call Center" at Tel : 0-2294-4999 and e-mail : service@icc.co.th. All the complaints and suggestions received by the Call Center have to be reported to the Audit Committee. Investigation results will be further reported to the Board of Directors and will be kept confidential.

The Board of Directors supports the sustainability reporting which has been an integral part of the Annual Report.

In 2014, the Company provides the Report of sustainability 2014 which is a part of this Annual Report.

The Company has policies and directions regarding the treatments of interested parties, anti-corruption, anti-copyright violation, as well as the observation of human rights. Details of corporate social responsibility can be found in the Sustainability Report 2014.

In addition, the Company signed a Declaration of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), and formulated an Anti-Corruption Policy in writing for observance by directors, executive and employees, which will be submitted to the Board consideration on March 31, 2015. The Company also formulated a guideline for actions in accordance with the Anti-Corruption Policy, together with a guideline for the assessment of risks associated with corruption. These included the arrangement of training courses for directors, executive and employees at all levels in order to provide them with knowledge and understanding about the Policy. More details are available in the 2014 Sustainability Report of the Company.

In 2014, there were no complaints or petitions from stakeholders.

4. Information Disclosure and Transparency

The Board of Directors oversees that there is proper, transparent and timely disclosure of significant information in accordance with the relevant laws and regulations. These disclosures include reports filed in accordance with accounting periods and reports of events having an impact on shareowners' interests, as well as the disclosure of other information pursuant to the principles of good corporate governance prescribed by the Stock Exchange of Thailand. Disclosure is made to the extent that the Company's legitimate interests are not prejudiced. Information is published in both Thai and English on the Company's website, disclosure channels of the Stock Exchange of Thailand and other channels which are comprehensively and equitably accessible.

The Company has both English and Thai language websites which is accessible easily and conveniently in order to present and publicize the up-to-date of the Company's information. The website is a communication channel between shareowners and investors besides being only a marketing tool.

1. The Board of Directors is aware of the importance of preparing accurate and reliable financial statements in keeping with the most accredited accounting standard, recording accounting cautiously together with using discretion in estimation of the financial statements which reflect the actual performance of the Company and of emphasizing the quality of the financial statements by rechecking and cross-checking the statements by qualified and independent auditor approved by the Security Exchange Commission (SEC). The important information has been disclosed additionally and sufficiently in the accompanying notes to the financial statements, together with explanations and analysis as to be beneficial to the shareowners and public investors.

The Company submits financial and non-financial information to the Stock Exchange of Thailand and the SEC within the time designated and discloses information accurately, completely, timely and transparently both in Thai and English version via channels of the SET and the Company's website (<http://www.icc.co.th>)

Additionally, the report of the Board of Directors' responsibilities on financial statements has been provided as stated on page 129 of this year's annual report.

In the past year, the Company's financial statements have been certified with unqualified opinion by the Company's Certified Auditor and submitted to the SEC and the Stock Exchange of Thailand on time with no correction requirement.

2. The disclosed information in the Annual Information Report (Form 56-1) and in the Annual Report of the company has been done clearly and completely according to all regulations of SEC and the 2012 good corporate governance principles as to be beneficial for consideration of the shareowners. More information of each items is listed in form 56-1 and the Company annual report including publicized through the Company's website (<http://www.icc.co.th>)

In the past year, the Company has no execution by SEC or the Stock Exchange of Thailand regarding not disclosing the information as required.

3. The Company has disclosed the corporate governance policies, the principles of corporate governance 5 categories, business ethics and code of conduct for company directors, executives and employees in written and publicized through the Company website.

In 2014, the results of performance according to the corporate governance policy were reported in conformity with the 2012 good corporate governance principles set by the Stock Exchange of Thailand, and publicized via the Company's annual report, the annual information report form (Form 56-1), and the Company website.

4. The Board of Directors has set the social and environmental policy, and encouraged for enforcement continually as shown in the Social Activities, Sustainability Report 2014.

5. Regarding the disclosure of inter-related transaction, the Company follows the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand by disclosing the name of transaction persons, relationship, transaction type, pricing policy, transaction value, including setting a clear and fair guidelines for operation, and at market price for normal business doing in order to prevent conflicts of interest and ensure all conflicts are solved rationally as to maximize the benefits to the Company and shareowners. More information is in the inter-related transaction page 116-119 and Item No. 2.4 Conflict of Interests on page 103-104 in this annual report.

6. The Company has measures to ensure appropriate access to the Company's inside information by adopting the policy for directors and the executives included spouse and minor children to certainly report the securities trading transaction, the holding of the Company securities and the Reports on Related

Transactions of directors and executives including those involved, to the Company Board of Directors at all times of change. More information is in Item No. 2.3 Supervision of Securities Trading and Reports on Related Transactions, page 96-97, 103-104 in this annual report.

7. The Company recognizes the importance of transparency in the disclosure of information equally, thoroughly and easily access to the information. The company distributes news and information to investors and parties concerned for acknowledgement via various channels and media of the Stock Exchange of Thailand including the Company's website (<http://www.icc.co.th>). Shareowning in various companies and press releases in relation to the Company's financial status report can also be found via the Company's website.

8. Regarding to the investor relations, the Company has an Office of the Board's Secretaries to be responsible on this matter in particular as to provide data and information upon investors and concerned parties request. Contact address is as following:

Mrs. Duangrudee Milintanggul
The Company's Secretary
Tel. 0-2295-0688 Fax. 0-2294-1155
E-mail : duangm@icc.co.th
Or Mrs. Thanyaluck Watanakulroj
Office of the Board's Secretaries
Tel. 0-2295-0688 Fax. 0-2294-1155
E-mail : iccset@icc.co.th

The company also publicized the name of persons included convenient communication channel via the Investor Relations Information in the company's website (<http://www.icc.co.th>)

Moreover, the meeting with securities analysts has been annually held within the Company's compound to provide them an opportunity for any inquiries. This meeting has also been attended by the Company's Executives Board for providing information.

In 2014, the company and other members of Saha Group of Companies jointly cooperated with the Stock Exchange of Thailand (SET) to organize the "Investors and Analysts Meeting with Saha Group", as the sixth consecutive year at the 18th Saha Group Fair at the Queen Sirikit National Convention Center. During this event the President and Executive Chairman of the Company welcome the group of investors and analysts, and provided them with information on the company business and operating results. ICC also provided a summary report on its company profile and operating results to all investors and analysts,

and their positive responses to the company would be used as basic inputs for development and improvement to further organize such event as an annual fair and via the SET channel and the Company's website (<http://www.icc.co.th>).

9. Apart from disclosure of the financial report and other information to SEC and the Stock Exchange of Thailand through various channels as required strictly, completely and timely, the Company also disclosed following information in the Company Annual Report, Form 56-1, and the Company's website including updating all information at all times :

1. Name list of the directors, independent directors and sub-committees including profiles, roles and Responsibility of the company's board, independent directors and other sub-committee including the number of meeting attendance as stated on page 10-19 and page 80-81 respectively of this annual report.

The information relating to the Board of Directors and Executive Committee has been publicized through the company's website

2. Remuneration payment policy for the directors and executives including its type, characteristic and the amount of remuneration paid to each and everyone has been disclosed on page 77-78 of this annual report.

3. The shareowning of directors and executives including spouses and minor children are disclosed on page 79 of this annual report and through the company's website.

4. The shareowning structure: the company disclosed the top ten shareowners as of the closing date for annual general shareowners' meeting as shown on page 67 of this annual report and through the company's website.

5. The organizational management structure has been disclosed on page 74 of this annual report. Moreover, the company also discloses the structure of the business group in accordance with its investment on page 151-155, together with the structure of its shareowning on page 45-46 of this annual report. It will also be published in corporate website.

6. Disclosure of business policy and overall performance on page 43-46 in this annual report

7. The nature of business of the company together with industry and competitiveness analysis including status and competitive potential of the Company and market share has been clearly disclosed in the nature of business on page 48-56 in this annual report.

8. Information on non-financial performance of the Company, measured by the customer satisfaction with product and service standards is disclosed in the Sustainability Report 2014.

9. Risks in business of the Company, the nature of risks, cause and impacts as well as prevention and mitigation have been disclosed on page 58-60 in this annual report and through the company website.

10. The internal control, internal audit systems, results of assessment of the internal control system in five major arenas according to the Securities and Exchange Commission requirements have been disclosed as appearing in the Corporate Governance on page 114-115 and the Corporate Governance report by the Audit Committee on page 61 in this annual reports and through the company website.

11. The company has reported its Financial Statements on a quarterly basis in both Thai and English versions, and has been publicized on the company's website which is available for public download as well.

12. Annual Reports for the last 10 years, Form 56-1, Invitation letter for shareowner meeting in both Thai and English versions are publicized on the company's website, and also available for public download.

13. Q&A session is providable via the Office of the Board's Secretaries and the Company's Secretary who are responsible for investor relations for the company. This is publicized through the Company's website.

14. Information on attendance of training courses of directors and executives is disclosed on Page 12 in this Annual Report.

15. Qualifications and experiences of the Company's Secretary is also disclosed for dissemination, and available on the Company's website.

16. Company Regulations, Vision and Mission are publicized through the company's website.

17. Charters, duties, responsibilities, qualifications and directorship terms of the Board of Directors and all Board Committees are publicized through the company's website.

5. Board of Directors' responsibilities

The Company board of directors has an important role in determining the direction of the Company's business operation, and monitoring the management team as well as setting up corporate governance policy, the principles of corporate governance, business ethics and code of conduct for company directors,

executives and employees. Such codes of conducts are published and distributed to company directors, executives and employees. The corporate governance will ensure the operation for the Company and shareowners' highest benefit including supervising the Company to operate various activities appropriately and legally.

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

- commits to gross violation;
- commits to fraudulent and unethical conducts;
- reports on any case that a non-executive director resigns due to corporate governance issue;
- reports on any case bearing negative impact on reputation due to failure in the discharge of duties as the Board of Directors.

1. Board of Directors' Structure

Board of Directors Composition

Board of Directors comprises 11 members as follow :

- Non-executive Directors 7 persons
(5 Independent Directors)
- Executive Directors 4 persons

The Board of Directors has prescribed a structure for the Board of Directors comprising of persons having a diverse range of knowledge, competencies and experiences, without limitation to gender, and having the qualifications required by law. At least one Company Director is a Non-Executive Director who has experience in the Company's business undertaking. There are also Independent Directors as required under the Notification of the Office of the Securities and Exchange Commission.

Qualifications of Independent Directors

The Board of Directors consists of 5 Independent Directors, all of whom are fully qualified for serving as Independent Directors, according to the criteria as specified by the Company, equal to 45 percent of the Board of Directors, higher than the minimum requirement of the Capital Market Supervision Board at 1/3, or 33.33 percent. The Board of Directors also comprises 1 female member as an Independent Director.

The Board of Directors has provided a definition for an Independent Director which are stricter than the minimum requirements of the Office of the Securities and Exchange Commission. All Independent Directors of the Company and their related persons do not hold shares of the Company, as well as subsidiary and associated companies, substantial shareowners or authorized persons of the Company. Definition of independent director is stated in the Form 56-1, attachment of the invitation

letter for the 50th general shareowners' meeting 2015 and is publicized on the company's website (<http://www.icc.co.th>).

The Company appoints the Nomination Committee to select Directors from a pool of knowledgeable professionals who are equipped with multiple talents, experience and vision and are known to have integrity and unblemished professional records. They are urged to express themselves freely. The Board of Directors has clearly defined the duties and responsibilities of each committee, with the President and Executive Chairman as the Head of Administration, appointed by the Board of Directors to manage and conduct the business operations of the Company to achieve the goals and targets established by the Board of Directors.

Nomination Director process

The Board of Directors appoint the nomination committee recruit and qualified candidates shall be done by the nomination committee in order to ensure proper candidates, versed with the diverse knowledge and capabilities, by adopting the Board Skill Matrix. Due attention was also paid to knowledge and expertise who become the Company directors would possess necessary knowledge, ability, and appropriate experiences. Then the nomination list shall be submitted to the Board of Directors' for consideration.

Term of the Independent Director

The Board of Directors has been appointed from the shareowners' meeting with a position term as stipulated in the Company's articles of association. In case that their term is due, they may be voted and re-elected.

Number of companies that Directors hold the title, Age of Directors and Number of Title in holding

The Company has disclosed director's name list together with their profiles, experiences, portion of shareholding in the company, and details of the title in holding by each Directors in other company on page 10-19, 82-85 in the annual report. At present, three directors in the Company Board of Directors and the Executive Board are holding the title as directors in more than five listed companies. The Company however is confident that this will not impact on their duties since these three directors have fully devoted their working time to the Company with regularly attending to the Board of Directors' meetings at all times and have continually conducted various beneficial contributions to the Company.

Holding the title of director in other companies by the Company's Directors, Managing Director, and Executive Directors

The Board of Directors has a policy which requires Company Directors and Executives holding directorial positions in other companies to make a disclosure to the Company Chairman and Chairman of the Audit Committee.

In execution to allow the Company directors and the executives to hold title in other companies, the Saha Group of companies by a top management team would consider to whether assign or not any directors or executives from which company in the group to be the group's representative as a joint-venture or in accordance with the joint-venture agreement based on type of business, and its necessity of that acquirement. If this is applicable, the qualified director or executive with necessary knowledge, capability and expertise in related business shall be assigned.

In addition, the Board of Directors prescribes a policy allowing the President and Executive Chairman to hold directorship in subsidiary and associated companies in order to ensure flexibility and consistency in management.

Aggregation or Segregation of Office

The Chairman of the Board of Directors is independent as neither being part of the executive management nor being the same person as the President and Executive Chairman, in order to separate duties and responsibilities clearly, including independency of each other and its counter-balancing. The Chairman has performed his role as a leader to manage the Board of Director's meetings and Shareowners' meetings efficiently and effectively, as well as encouraging all directors and executives to participate in the meeting. The Chairman also assists, suggests, and monitors business operation of management but definitely does not interfere their regular operation. The President and Executive Chairman is the leader in business administration including doing business operation planning in accordance with the one as set by the Board of Directors. Furthermore, the Board of Directors has clearly stipulated the scope of roles and responsibilities of each committee and the management in written, then compiling into each charter with the Board's regulations to specify and separate the authority between the Board of Directors and the management. This process is auditable to ensure the transparency in management and it is publicized through the company website.

Company's Secretary

In order to provide an efficient administration in accordance with the good corporate governance policy, the Company has appointed Mrs. Duangrudee Milintangul, the qualified and appropriate experienced person to be responsible as the Company's Secretary. Mrs. Duangrudee has completed a full training on the responsibility of Company Secretary and has been continuously acquiring knowledge through various trainings. She is thus qualified as Company Secretary which alleviates the effective of company operation according to the good governance policy. Duties and responsibilities of Company Secretary can be found on page 76 in this annual report.

2. Sub Committee

To give confidence to shareowners regarding the Company's operation as being transparent, filtering, cross-checking and giving discreet consult.

The Board of Directors has appointed other sub committees to be in charge and report the results to the Board at all times. At present, the Sub-committees comprise of the Executive Directors, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee, with separate and independent scope of duties and responsibilities in order to ensure good corporate governance on page 87-96 in this annual report.

The Board of Directors has issued a charter for each Company Committee by prescribing the tenure and scope of powers and duties to clearly demarcate the roles, duties and responsibilities of each Company Committee and the management.

The structure of the boards and the meeting attendance of each board can be found on page 80-81 in this annual report.

The Nomination and Remuneration Committees do not comprise Independent Directors as members, but all of them possess knowledge, capability and experience in the discharge of their duties for many years. They have performed their duties with responsibility and loyalty. Nor did they cast votes in the agenda items, in which they possess vested interests.

3. Roles, Duties, and Responsibilities of the Board of Directors

3.1 Leadership and Vision

The Board of Directors has a defined responsibility to set up policies, objectives and business strategies as well as monitoring the company's operation by appointing the Executive Board of Directors, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee included executives in charge to supervise and

execute operation in order to achieve company policies, objectives and goals. In addition, the Board of Directors also defines clear roles and responsibilities of each committee so as to ensure that all the operation and performance meet the company's policies and objectives.

The Board also realizes the importance of company operation, therefore, it has taken part in setting vision and mission of the company, in order for Company Directors, executives and employees to move together in one direction. The vision and mission is revised annually. Details can be found on page 44-45 in this Annual Report

3.2 Good Corporate Governance

The Company has promoted corporate governance principle by arranging a good corporate governance policy, along with business ethics and employee code of conduct in written, and distributed it to the company directors, each sub-committee, executives, and employees at all levels to be followed as the same guidelines for working operation. In 2014, in order to keep up-to-date with current situation, the Company has revised and improved its corporate governance principle, business ethics and employee code of conduct. It is publicized via Company's intranet and website.

The Board of Directors prepares a report on the responsibilities of the Board of Directors pertaining to the financial statements submitted in the Annual Report.

The Board of Directors will appoint the Corporate Governance Committee in 2015 in order to monitor and assess corporate governance of the Company.

3.3 Conflict of Interests

The Board of directors has considered a conflict of interests deliberately and has defined a clear related policy with guideline for execution in order to eliminate a conflict of interests problem carefully, rationality and to the highly benefits for the Company and shareowners, as well as to be in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company disclosed items, which may have conflicts of interest in related transactions on Page 116-119 of the 2014 Annual Report.

The Board of directors has set out a policy to prohibit Company Directors and executives from trading company stocks during the one-month period prior to the public disclosure of the Company's financial statement.

The Board of Directors has directed Company Directors and Executives as well as their spouses and children

who have not attained legal age to have the duty to disclose shares holdings and changes in holdings of the Company shares to the Office of the Securities and Exchange Commission, and to submit a copy to the Company Secretary for reporting to the Board of Directors in the subsequent Board Meeting.

The Board of Directors has directed Company Directors and Executives to disclose personal interests and interests of connected persons in accordance with the prescribed rules.

More information as stated in supervision for the internal information usage on page 96-97, 103-104 in this annual report.

3.4 Internal Audit and Risk Management Control Systems

The Board of Directors has established an internal control system and risk management system.

The Board of Directors recognizes the significance of company's internal control systems in monitoring its operation, finance and corporate governance. The company's internal auditing unit checks on those systems which also include the computer system providing consultation to ensure efficiency and independence in their full capacity as auditors. Details can be seen from Internal Audit and Risk Management on page 114-115 in this annual report.

The company has established an Internal Audit Department, reporting directly to the Audit Committee, and is responsible by Secretary to the Audit Committee. The chief officer of the Internal Audit Department is now under recruitment and appointing process. The Company has hired Dharmniti Auditing Co., Ltd., as an advisor on quality of internal audit work and internal control systems by jointly working with Secretary to the Audit Committee, and then report the result to the Audit Committee continuously on a monthly basis. In 2013, The Audit Committee has appointed Mr. Khamnung Sarisara, Partner of Dharmniti Auditing Co., Ltd as the Company internal auditor. His resume and qualification can be found on page 114 in this annual report.

The Risk Management Committee, with members comprising of Mr. Amorn Asvanunt as a Chairman, and Mr. Thamarat Chokwatana, Mr. Pairoj Hirunwongsawang, Ms. Munchusa Terapongpipat, Mr. Nuttaphat Petchratanaporn, Mrs. Pitacha Poosunthornsri as members, and Mrs. Duangrudee Milintanggul as member and Secretary. The committee would report a progress in risk management 2014 for acknowledgement to the Audit Committee.

In 2014, the Risk Management Committee reviewed periodically the operations, according to the Risk Assessment Guideline of the Company, which covered strategic, operational, as well as fraud and corruption risks in order to ensure consistency with and timely adjustment to changes, both inside and outside the Company. Due attention was paid to its potential to improve and develop processes in each Operational System, under sound and appropriate internal control. In 2015, under the Risk Assessment Guideline, the Risk Management Committee proposed the Executive Committee to consider hiring specialists from KPMG Phoomchai Business Advisory Ltd., to provide advice for improving and developing some key Operational Systems, in collaboration with the Corporate System Development unit, in order to improve efficiency and effectiveness of the Company's operations, and to bolster sustainability of its business.

4. Board of Directors' Meetings

The Board of Directors prescribes a duty for Company Directors to attend all Board Meetings unless there is a necessary cause and has a policy of encouraging senior Executives to attend Board Meetings.

The Board of Directors recognizes the importance of participating attendance and deems it an Obligation to attend, so as to acknowledge, set a policy and jointly make decisions on business operations. The meeting schedule is pre-planned to be held on a monthly basis throughout the year. Invitation letter, the meeting agenda, the minutes of the prior meeting with annexes will be sent by the Company's secretariat to all directors in at least seven days before the meeting for acknowledgement and prior consideration as stipulated by laws. The Chairman and the President jointly consider agenda for the meeting then the Board of Directors enable to raise any issue as additional one through the Company's Secretariat, and have it discussed and debated openly. The Company's Secretariat is to prepare the minutes of meeting and making files of the certified ones for any further review and/or audit by the board and any relevant parties.

Top executives are to be present at every Board of Directors meeting to clarify any matters in which they are directly involved. All the board members can have questions and enquiry for additional information on any matters to the President or the Company's Secretariat.

In considering any agenda, the Chairman as the Chairman of the meeting, gives an opportunity to all directors and executives to freely express their opinions and comments. Directors with conflicts of interest has no vote on the agenda related to his or her interest.

To pass resolution for each agenda item by the Board of director, there shall be no less than two-thirds of the directors present at the Meeting.

When the meeting adjourned, the Company's Secretariat shall arrange a minutes of meeting and deliver for approval, certify and sign by the Chairman. Then the minutes will be submitted for approval in the first agenda of the next meeting. However, any member of the Board can express their opinions or request for the minutes alteration in order to ensure the clearest and most correctness.

The certified minutes of meeting shall be systematically filed at the Company's Head office in the form of original and electronic documents with annexes of each agenda for easy reference and detection.

The non-executive directors have been provided an opportunity by the Board of Directors to regularly hold a meeting with each other as deemed necessary. Reports of the meeting shall always be sent to the President and Executive Chairman and at the Board of Directors' meeting for acknowledgement.

The Board of Directors has set a policy to encourage Independent Directors to organize a Non-executive Meeting, once a year, without participation by the Executive Directors and executives of the Company, in order to consider and discuss managerial issues, or the issues of their interest. Minutes of every Non-executive Meeting are submitted to the President and Executive Chairman, and the Board of Directors for attention.

In 2014, (according to the year of service from April 2013 to April 2014) the Board of Directors had arranged 12 meetings. The attendance of each director as stated in a Chart displaying directors and Executives' position, remuneration and attendance to the meeting on page 80-81 of this annual report. Each director had attended the meeting more than 80% of all board meetings.

5. Self Evaluation of the Board of Directors

The Board of Directors requires evaluation of performance of the full Board of Directors and Board Committees once a year, which will cover certain issues of roles and duties of the Board of Directors and Board Committees, independence in the expression of opinion, transparency and actions in accordance with the Corporate Governance Principles.

Self evaluation by each member of the Board of Directors has been done scrutinized and adequately on a yearly basis. This includes reviewing their performance, problems and obstacles during the past year in order to increase their executing effectiveness.

The assessment criteria have shown percentage score of the total score for each item.

More than 85 percent = Excellent

More than 75 percent = Very Good

More than 65 percent = Good

More than 50 percent = Fair

Lower than 50 percent = Need Improvement

In 2014, the Independent Directors assessed performance of the full Board of Directors, and assessment score was Very Good, or an average score of 83.

Besides, the Board of Directors required each member of the Audit Committee to assess performance of the Audit Committee as a whole, for greater efficiency and effectiveness of the Audit Committee.

The Board of Directors also assessed performance results of each individual director, as the full Board of Directors assessment results would show only the performance results in general, and each director can use the assessment results to improve their performances.

Besides, the Executive Chairman required yearly evaluation of the Executive Directors performance by evaluation process among executives, each executive would assess performances of other directors under the prepared topics. This evaluation together with the judgement of the Remuneration Committee shall be used for the executives' remuneration consideration.

Responsible for assessment of CEO. That is the Chairman of the Board and the Vice Chairman shall take responsibility on assessing the performances of the President based on monthly operational results, the company performance in terms of the annual sales turnover and profits. In 2013, the Chairman had added the Board of Directors and all Executives Directors to take part in the performance assessment of CEO under the prepared evaluation form.

6. Remuneration of Board of Directors and Executives

The Board of Directors oversees and determines the payment of appropriate remuneration to each committee member pursuant to the powers, duties and responsibilities and draws comparison to the operation levels in the same business sector.

The Remuneration Committee is responsible to consider reasonable amount of remuneration of directors. Consideration criteria based on each director and executive's experiences, duties, scope of work, roles, participation, and their responsibilities.

The amount shall be proposed to the Board of Directors for consideration before proposing at the shareowners' meeting for approval.

At the 49th general shareowners' meeting of 2014, held on April 21, 2014, a resolution was passed to approve payment of remuneration to the Company's directors of no more than Baht 20 million per annum, and the Remuneration Committee was assigned and authorized by the Board of Directors to allocate this amount.

Remuneration of the management is determined in accordance with criteria and policies stipulated by the Remuneration Committee, which correspond to the performance of each executive individually.

Criteria to consider directors' remuneration and amount of remuneration paid to directors and executives in 2014 on page 77-78 in this annual report.

As the Employee Stock Option Program (ESOP) is not the factor in keeping executives and staffs to have loyalty with the Company, also it is considered as a burden to employees who gain the shares allocation and must pay tax from shares transfer, and since there is no law in Thailand facilitating this policy, the Company then disregards its implementation.

7. Directors and Executives Development

The Board of Directors has a policy of continually promoting and sponsoring the development of knowledge amongst Company Directors, Executives and employees.

Every director and executive are encouraged to develop his/her knowledge. The Company prioritizes their attendance at seminars which are useful to their performance as Directors. Seminars for training include the Director Accreditation Program (DAP), the Director Certification Program (DCP) and Audit Committee Program (ACP), Understanding the Fundamental of Financial Statements (UFS) and Finance for Non-Finance Directors (FND), as organized by the Institute of Directors of Thailand (IOD). Other seminars will be short seminars being useful for performance by the directors and executives, as well as other courses to be organized by IOD in the future.

In the past year, the Board of Directors had supported the directors and executives attended course as follow:

Director's Name	Course Details
1. Mrs. Duangphorn Sucharittanuwat	DCPU 2/2014
	Organized by the institute of directors of Thailand
2. Directors and Executives	Preparation for CAC certification process
	Invited qualified experts from the institute of directors of Thailand

The Board of Directors and Executives of the Company have met on a regular basis to discuss and exchange opinions with other Boards of Directors and high management of other organizations, including attending to seminars and having educational trip with business partner or other organizations, both domestic and international.

8. New Director Orientation

The Board of Directors arranged an orientation course for a newly-elected director of the Company, together with a new director manual, in order to inform him/her of key information of the Company, Corporate Governance Policy, Business Ethics, Code of Conduct for Executives and Employees, Securities and Exchange Act, Public Limited Company Act, and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

In addition, the Company distributed Director Manual to all directors in order that they can study and review the regulatory requirements at all times.

9. Plan for Successors

The Board of Directors has prescribed a succession plan for employees in various positions in view of their advancement to higher positions.

The Board of Directors has assigned the President and Executive Chairman in cooperation with the Human Relation Management Division to prepare a succession plan for executives as following details :

1. To provide opportunity for middle managers to work closely with senior managers including the Vice President in both direct-functional and cross-functional lines.
2. To define appropriate career paths for potential middle managers.
3. To prepare rotation plan in other functional line for senior manager, when necessary.

4. To prepare necessary skills and capability for specialized personnel for higher management positions.
5. To map out the Corporate Strategies and Strategic Directions for cooperation between senior and middle managers.
6. To establish committees to handle several functions, such as marketing, advertising, research, etc., for development of works and potentials in a systematic process.
7. To provide more opportunity to middle managers in management of both direct-functional and cross-functional lines.
8. There were systematic training courses that fitted each area of work, such as inventory control, marketing, as well as product and design management.
9. To organize a training course for senior and middle managers to promote common awareness for accountability, integrity and corporate image as a whole.
10. These include training courses for managers of each department for higher potential, advance planning and systematic thinking.
11. The company has recruited qualified personnel for each department, such as CFO.
12. There are other training courses on systematic planning process for middle managers.
13. The company rotates executives in some divisions to enhance efficiency in business administration.
14. To enhance charitable spirit and activities among managers at all levels for promoting happy living in the society.

Internal Control and Risk Management

I.C.C. International Plc. adheres to teamwork spirit, based on sound transparency and good corporate governance, which have been the company's management philosophy for many years. Accordingly, the effective internal control system has been consistently well maintained.

At the board meeting of 11/2557, held on February 24, 2015 whereby the Audit Committee has also attended the board assessed the corporate internal control system on the basis of information from the administration and the auditors' report. The results can be summed up as follows.

In the assessment of the corporate internal control system, which consists of the five elements of control environment, risk management, control measures, information technology and communication and monitoring, the board concurred with the opinion of the Audit Committee that the corporate internal control system is adequate and appropriate.

In 2013, the Company appointed an outside party as advisor to supervise the quality of internal auditing and control, in the interests of self-improvement and in response to the ever-changing internal and external environment. Since 2004, the Auditing Committee, for its part, has appointed Dharmniti Auditing Co., Ltd. as internal auditor. This Auditor has nominated its partner, Mr. Khamnueng Sarisra, to be in charge of this task.

The Auditing Committee has scrutinized the qualifications of Dharmniti Auditing Co., Ltd. and Mr. Khamnueng Sarisra and found that they are suitably qualified for this task because of their independent standing and 10 years of experience in the internal auditing of the same nature of business.

Resumé

Name :

Khamnueng Sarisra

Current Position :

Partner of Dharmniti Auditing Co., Ltd.

Education :

Bachelor's degree from the Faculty of Business Administration, Ramkhamhaeng University
Mini MBA from Thammasat University

Summary of training :

1. Course for Internal Auditors, Classes 1-2
2. Course in Operation Auditing
3. Course in Risk Management
4. CPIAT Diploma for Internal Auditors

Work Experience :

1. 10 years of internal auditing
2. 15 years of account auditing and system designing

For better efficiency in auditing, the Company has arranged for coordination with the Secretary of the Auditing Committee responsible for the in-house auditing and for regular reports on a monthly basis.

Dharmniti Auditing Co., Ltd. has coordinated with the Company's internal audit unit to submit and discuss the audit results with the President before reporting in writing to the Audit Committee every month. This is aimed to exchange view points and opinions for further internal audit works especially the issues regarding the control of sales management to ensure being in line and support the diversified business of the Company which is more variety and complicated, including the plan for the following year. For 2013 operation, Dharmniti as the Company's internal audit advisor reported that I.C.C. International Plc. has an adequate and appropriate efficiency in Internal Control Systems.

Organization and Environment

The nature of the Company's organization and environment enable the Administration to implement actions effectively, with set objectives in business operations, whereby performance can be clearly followed up and evaluated and activities managed based on good governance and justice, mainly taking into consideration fairness to customers.

Risk Management

The Risk Management Committee, with members comprising Mr. Amorn Asvanunt, as Chairman, and Mr. Thamarat Chokwatana, Mr. Pairoj Hirunwongsawang, Ms. Munchusa Terapongpipat, Mr. Nuttaphat Petchratanaporn, Mrs. Pitacha Poosunthornsri, as members, and Mrs. Duangrudee Milintanggul as member and secretary, reported progress in risk management 2013 to the Audit Committee.

In 2014, the Risk Management Committee reviewed periodically the operations, according to the Risk Assessment Guideline of the Company, which covered strategic, operational, as well as fraud and corruption risks in order to ensure consistency with and timely adjustment to changes, both inside and outside the Company. Due attention was paid to its potential to improve and develop processes in each Operational System, under sound and appropriate internal control. In 2015, under the Risk Assessment Guideline, the Risk Management Committee proposed the Executive Committee to consider hiring specialists from KPMG Phoomchai Business Advisory Ltd., to provide advice for improving and developing some key Operational Systems, in

collaboration with the Corporate System Development unit, in order to improve efficiency and effectiveness of the Company's operations, and to bolster sustainability of its business.

Control of Administrative Operations

The Company provides a clear and written delegation of authority and financial approval limit for each level of the management. In conducting transactions with major shareowners, directors, management executives or other related parties, the Company has adhered strictly to the official procedures and regulations.

For clarity of personnel's legal obligations, the Company has issued sets of regulations for employees to follow strictly according to the corporate rules and related laws concerning the corporate governance policies, business ethics and employee ethics.

The Audit Committee, together with the Vice President of Accounting and Finance, have carefully scrutinized based on transparency the 12 inter-related transactions, including the anticipated benefits in line with market situation and conflicts of interests of related parties, prior to proposing them to the Board of Directors for approval.

During the year, the Board of Directors developed the policy that the administration reports periodically through executive summaries on significant and binding transactions that were carried out by authorized staff, with a view to fostering good governance and providing better risk management.

Furthermore, Board of Directors and also the management team have stimulated and enforced the operational discipline of employees under official rules, regulations and limitations, as well as to continually uphold good governance as stipulated by the Stock Exchange of Thailand and Securities and Exchange Commission.

Information Technology and Data Communications Systems

The Company always provides comprehensive information to the Board of Directors for review in the meetings and sets up meeting dates well in advance.

Monitoring

The Company has set clear objectives in writing for business operations, with systematic monitoring and solution directions, in case operations obviously deviate from targets.

Accountant Profile

According to Accounting Act, B.E. 2543, the Company's accountant is Mr. Nuttaphat Petchratanaporn, Vice President, Accounting & Finance Division. He is responsible for providing accurate and sufficient company financial statements. His qualification as an accountant is as followed :

Profile

Name :

Nuttaphat Petchratanaporn

Current Position :

Executive Director, Vice President to Accounting & Finance Division

Education :

Bachelor's Degree in Accounting, Bangkok University

Professional Experience :

1. Accounting Experience 30 years
2. Financial Experience 3 years

Training Records :

1. Accountant Course
2. Corporate Tax Course
3. Annual Accounting Standards Course
4. Director Certification Program (DCP 139)

In 2014, the Company has not sought for an approval from the General Shareowners' meeting to allocate the loan and guarantee to the related parties. Instead an approval shall be submitted to the Board of Director's Meeting or Shareowners' Meeting from time to time depending on the amount of the transaction

As of December 31, 2014, followings are total amount of loans and provided guarantee :

Type of business	Loans		Provided guarantee		
	Number of Companies	Millions Baht	Rate of guarantee annual fee	Number of Companies	Millions Baht
Business-related companies	1	69.98	0.75	9	140.22
Joint-ventured companies	5	303.80	0.75	1	35.50
Total	6	373.78		10	175.72

Related transactions in 2014 comprise of

1. Investment in related companies

2. Loan to related companies

Reasons and necessities of providing loan :

1. To increase the channels of credit sources to corporate borrowers.
2. To help solve the problems of the corporate borrowers businesses and to increase their liquidity.
3. The corporate borrowers are well-related with the company and the Saha Group of Companies in supply chain, strategic alliance and so forth.
4. The corporate borrowers have collateral and /or guarantors.
5. To give the loan according to the investment proportion.
6. Interest rates are higher than the institutional market rates.

3. Transactions of Business-related companies

- Details of all above three subjects can be found as per Notes to Financial Statements No. 5 Transactions in relation to person or business-related companies page 151-160, No. 8 Short-term loans page 162, No. 11 Investments, No. 12 Investments in equity-accounted investees and No. 13 Invests in subsidiaries page 163-167 of this Annual Report.
- Type of relationship with the companies of the above two transactions which can be observed from the Transactions of Business-related companies page 116-118 of this Annual Report.

Transactions of Business-related companies as of December 31, 2014

No.	Name of Company	Relationship	Sales of goods	Incomes	Purchase of goods	Expenses	Purchase of property, plant and equipment /leasehold
1.	Textile Prestige	A	-	5,630,860	5,594,139	-	-
2.	Thai President Foods	A	-	14,058,240	-	-	-
3.	Newcity Bangkok	A	-	53,316	264,412	-	-
4.	Far East DDB	A	-	5,584,600	-	33,363,234	-
5.	Sahapathanapibul	A	-	33,686,274	2,958,446	188,902	-
6.	O.C.C.	A	-	10,397,783	1,099,240	60,706	-
7.	Sahacogen (Chonburi)	A	-	19,886,592	-	-	-
8.	Bangkok Tokyo Socks	A	-	1,680,000	4,187,933	-	-

Transactions of Business-related companies as of December 31, 2014

No.	Name of Company	Relationship	Sales of goods	Incomes	Purchase of goods	Expenses	Purchase of property, plant and equipment /leasehold
9.	First United Industry	A	-	911,700	-	-	-
10.	Molten (Thailand)	A	-	1,954,563	-	70,093	-
11.	Molten Asia Polymer Products	A	-	936,000	-	-	-
12.	Lion Corporation (Thailand)	A	-	36,547,910	902,382,838	2,604,095	-
13.	Sahapat Real Estate	A	-	1,492,500	-	-	-
14.	Thai Hoover Industry	A	-	2,136,750	-	300,000	-
15.	K R S Logistics	A	423,673	310,000	-	24,546,036	-
16.	Sun 108	A	3,378,244	1,455,299	-	3,793	-
17.	Thai Cubic Technology	A	-	3,905,000	-	-	-
18.	Better Way (Thailand)	A	11,805,091	40,204,260	-	11,588	-
19.	Thai Secom Pitakkij	A	-	9,000,003	-	1,182,748	-
20.	Erawan Textile	A	-	4,377,835	-	-	-
21.	Sahapat Properties	A	-	460,000	-	-	-
22.	Sriracha Aviation	A	-	100,000	-	-	-
23.	Thai Takeda Lace	A	-	2,595,421	-	-	-
24.	Wien International	A	193,864	337,500	178,140	-	-
25.	SSDC (Tigertex)	A	-	3,416,436	-	-	-
26.	E.P.F	A	31,442,869	850,000	-	-	-
27.	Top Trend Manufacturing	A	-	1,296,000	-	-	-
28.	T.U.C. Elastic	A	-	1,152,000	-	-	-
29.	Thai Staflex	A	-	192,000	-	-	-
30.	Thai Sports Garment	A	-	600,000	-	-	-
31.	Pan Asia Footwear	A	-	116,774	-	-	-
32.	Thai Wacoal	A	2,560,861	13,631,771	1,979,281,742	15,370,615	-
33.	Thanulux	A	7,250	13,585,683	981,912,420	6,327,007	5,481,000
34.	People's Garment	A	797,237	4,162,255	600,629,005	1,352,958	-
35.	S & J International Enterprises	A	10,871,422	18,867,267	20,379,031	97,017	-
36.	International Laboratories	A	25,631	36,033,663	697,586,564	19,716,499	-
37.	International Leather Fashion	A	-	1,120,063	147,295,091	599,734	-
38.	Raja Uchino	A	-	3,501,134	69,201,290	14,504	-
39.	Champ Ace	A	-	612,207	376,711,508	3,098,765	-
40.	H & B Intertex	A	40,037	10,189,928	151,626,973	186,464	-
41.	Thai Itokin	A	80,000	1,868,095	83,678,096	487,440	-
42.	Pattaya Manufacturing	A	-	4,915,961	256,610,988	116,713	-
43.	Tiger Distribution & Logistics	A	125,181	21,650,418	93,559	94,174,705	-
44.	Shiseido Professional (Thailand)	A	-	1,813,350	-	-	-
45.	Kewpie (Thailand)	A	-	4,200,000	-	-	-
46.	Thai Sun Foods	A	-	190,000	-	-	-
47.	Saha Nam Textile	A	-	64,800	-	-	-

Transactions of Business-related companies as of December 31, 2014

No.	Name of Company	Relation-ship	Sales of goods	Incomes	Purchase of goods	Expenses	Purchase of property, plant and equipment /leasehold
48.	Thai Shikibo	A	-	2,247,815	-	-	-
49.	Thai Naxis	A	-	168,750	-	119,318	-
50.	Tsuruha (Thailand)	A	6,951,673	-	-	44,876	-
51.	Total Way Image	A	-	200,000	66,075,216	-	-
52.	Saha Lawson	A	2,119	1,195,080	-	167,406	-
53.	BNC Real Estate	A	-	1,399,932	-	-	-
54.	Saha Pathana Inter-holding	B	-	14,533,120	-	23,342,001	-
55.	International Commercial Coordination	C	-	15,680	-	13,471,460	-
56.	Kai I.T. Service	C	-	438,082	-	10,103,067	20,194,793
57.	Can	C	12,974,683	15,996	-	1,584,359	-
58.	Koraj Wattana	C	19,717,741	4,115	-	1,812,670	-
59.	Sun and Sand	C	25,184,228	4,483	-	2,792,023	-
60.	Intersouth	C	26,032,248	2,041	-	1,866,575	-
61.	Intanin Chiangmai	C	41,641,892	24,772	-	5,421,559	-
62.	Eastern I.C.C.	C	17,049,259	2,906	175,727	4,352,174	-
63.	I.D.F.	C	-	2,942,937	-	-	-
64.	Worldclass Rent a Car	C	-	1,268,089	-	183,047	-
65.	Pens Marketing and Distribution	C	621,495	8,743	11,984,623	-	-
66.	Laem Cha-Bang Warehouse	C	-	142,500	-	-	-
67.	K. Commercial and Construction	C	-	975,000	-	-	-
68.	Silver Rain	C	-	22,503	-	8,139,947	-
69.	Sukhatasana	C	-	46,201	-	126,868,477	10,801,702
70.	Vira Law Office	C	-	244,549	-	7,304,475	-
71.	D F Inter	D	-	1,526,222	-	159,800	60,200
72.	Thai Arusu	D	-	1,796,728	-	137,466,242	38,025,982
73.	S R P nanasai	D	-	50,645	-	83,122,595	23,125,297
74.	Thai Gunze	D	-	14,000	22,240,721	52,529	-
75.	Paknumpo Wattana	D	16,603,131	128,985	-	1,015,523	-
76.	Maharachapreuk	D	13,697,967	128,430	-	1,268,524	-
77.	United Utilities	D	-	3,247,285	-	-	-
78.	Shop Global (Thailand)	E	2,616,856	8,498,479	-	-	-
79.	Issara United	E	-	910,445	-	-	-
80.	Canchana International	E	27,710,904	-	-	2,291,723	-
81.	WBRE	F	-	3,051,740	-	-	-
82.	Amis Du Monde	F	1,061,909	-	-	-	-
Total			273,617,465	386,991,464	6,382,147,702	636,821,986	97,688,974

Remark : A SPI is a co-major shareowner B ICC's major shareowner C Major shareowner is ICC's Directors or executives
D MD is ICC's Directors or executives E Associated F Subsidiary

Pricing policy for related business

It is in compliance with normal trade condition which is the market price and the same price as dealt with other persons.

Description	Remuneration Policy
Acquisition of the trade mark	Cost of trade mark registration plus interest cost incurred by the buyer since the acquisition year
Immovable property rental income/expense	depending on the market price by consideration on the location, condition and benefits generated by the use of property
Royalty income Business	at percentage of net factory sales compared with market price
Consultancy income/expense	depending on complexity level of such service provided
Inventory management fee	Number of Item pick-up, registering record and number of boxes in transporting goods and goods return
Transportation charge	depending on the volume or number and distance of goods transported, compared with other transport companies' charge
Interior design & installation expenses	depending on the design, area size, construction materials and interior design technique, through bidding process
Advertising expenses	depending on market price and the service charge must not be higher than the rate set by advertising business
Display equipment	} depending on the market price
Computer expenses	
Packaging Purchase of computers	
and Give - away items	

Related transaction in 2013

1. According to the Board of Directors' Meeting # 9/2555 held on January 28, 2014 to which 2 members of the Audit Committee attended, a resolution was passed to allow the company to purchase newly issued shares of Thanulux Plc. from Mr. Samrerng Manoonpol through the Stock Exchange of Thailand at the amount of 1,000,000 shares at the price Baht 27.75 per share (the market price as of January 10, 2014) totaling Baht 27,750,000.-

- Proportion of shares before share increase : 12,307,040 shares = 10.26% of former registered capital
- Proportion of shares after share increase : 13,307,040 shares = 11.09% of new registered capital

Purpose of purchase :

1. To increase a proportion of investment, as this company has been well established with good performance
2. To gain dividend

To this agenda, Director with conflict of in interest who neither attends nor votes at the meeting : None

2. According to the Board of Directors' Meeting # 10/2013 held on February 25, 2014 to which 3 members of the Audit Committee attended, a resolution was passed to allow the company to provide a joint guarantee for Tsuruha (Thailand) Co., Ltd. to Sumitomo Mitsui Banking Corp. in proportion of the investment (Japanese party provide 30 million baht guarantee with Sumitomo Mitsui Banking and 30 million baht guarantee with Bank of Tokyo Mitsubishi UFJ, while Thai party provide 58 million baht guarantee with Sumitomo Mitsui Banking.

Purpose of transaction :

1. To provide business support to the JV company
2. To comply with obligation of the joint venture agreement

To this agenda, Mr. Boonsithi Chokwatana and Mr. Thamarat Chokwatana who were directors with gain and loss, not being entitled to vote, had neither attended the meeting nor given any approval to the transaction.

3. According to the Board of Directors' Meeting # 11/2013 held on March 25, 2014 to which 3 members of the Audit Committee attended, a resolution was passed to allow the company to conduct renting or giving rent on immovable assets within the period of not more than 3 years, as well as conducting on the asset or service transaction with related parties. The name of related parties and type of relationship can be observed from the Transactions of business-related companies No. 32-43, 54-63, 67-70 and No. 72-78 on page 116-118 of this Annual Report.

Detail of rent or giving rent of immovable properties and details of assets or service total amount not exceeding Baht 482 million or not more than 3% of NTA, whichever is higher

1. Rental income (immovable property) with one-year agreement period, the actual amount in 2014	=	28,479,046	Baht
2. Rental expense (immovable property) with one-year agreement period, the actual amount in 2014	=	5,900,000	Baht
	Total	=	34,379,046 Baht
3. Royalty income with three-year agreement period starting 2013 to 2015, the actual amount in 2014	=	15,380,812	Baht
4. Actual expenses in 2013	=	54,130,359	Baht
- Interior design & installation expenses			
- Business and legal consultant fee			
- Shop expenses			

To this agenda, Mr. Boonsithi Chokwatana, Mr. Boonkiet Chokwatana, Mr. Thamarat Chokwatana, Mr. Manu Leelanuwatana and Mr. Vira Ua-Arak who were directors with gain and loss, not being entitled to vote, had neither attended the meeting nor given any approval to the transaction.

4. According to the Board of Directors' Meeting #11/2013 held on March 25, 2014 to which 3 members of the Audit Committee attended, a resolution was passed to allow the company to giving loan to BNC Real Estate Co., Ltd. according to the investment proportion Baht 30,000,000.-

- Interest rate MLR of Siam Commercial Bank
(As of February 28, 2014 the interest rate MLR of Siam Commercial Bank = 6.875%)
- Payment of loan upon being asked.

Purpose of transaction :

1. To give support to the business of the invested-company.
2. To gain benefit from the interest.

To this agenda, Manu Leelanuwatana who were directors with gain and loss, not being entitled to vote, had neither attended the meeting nor given any approval to the transaction.

5. According to the Board of Directors' Meeting # 3/2014 held on July 22, 2014 to which 4 members of the Audit Committee attended, a resolution was passed to allow the company to provide loan amounting Baht 20,000,000.- to Thai Itokin Co., Ltd.

- Interest rate 5% (borrower allows ICC to make change to the rate).
- Payment of loan within December 31, 2016

Purpose of transaction :

1. To support the company which is ICC's main supply chain of ladies' garment products : "ITOKIN", "ELLE"
2. To gain benefit from the interest.

To this agenda, Mr. Boonkiet Chokwatana who were directors with gain and loss, not being entitled to vote, had neither attended the meeting nor given any approval to the transaction.

6. According to the Board of Directors' Meeting # 9/2014 held on December 16, 2013 to which 4 members of the Audit Committee attended, a resolution was passed to allow the company to purchase newly issued shares of Sahacogen (Chonburi) Plc. from Erawan Textile Co., Ltd. through the Stock Exchange of Thailand (Big Lot Transaction) at the amount of 1,000,000 shares at the price Baht 6.50 per share (the market price as of December 8, 2014) totaling Baht 6,500,000.-

- Proportion of shares owning before : 99,432,960 shares = 10.41% of registered capital
- Proportion of shares owning after : 100,432,960 shares = 10.52% of registered capital

Purpose of transaction

1. To increase the proportion of investment, as this company has been well established with good Performance.
2. To gain dividend.

To this agenda, Mr. Boonsithi Chokwatana who were directors with gain and loss, not being entitled to vote, had neither attended the meeting nor given any approval to the transaction.

Criteria for Approval of Related Transaction

1. All related transactions (loan, guarantee, investment, details of rental or leasing of immovable properties not exceeding 3 years and details of assets or services) must be approved by following three boards and committee:

1. The Audit Committee
2. The Executive Board, and
3. The Board of Directors

In every instance, Audit Committee shall audit, scrutinize and make a summary of any conflict of interest in each transaction for submission to Executive Board and Board of Directors for the judgement in relation to business risk. In the Board of Directors' Meeting, directors with gain and loss and not being entitled to vote, had not participated in the meeting without giving any approval to the transaction

2. The Board of Directors has approved in principle to allow the management to manage all normal business transactions or the transactions that support the normal business with normal trade agreement made between normal counterparties having no trade power influenced by being in the capacities as directors, executives or relevant persons.

The approval in principle shall be conducted annually and the report on related transactions arising during the year shall be presented to the Audit Committee and the Board of Directors to ensure the reasonableness of those related transaction by revealing the details, types and values of related transactions in the remark of financial statement quarterly.

Criteria for Approval

1. Benefits that may occur to the company and/or affiliated companies in interest, dividend, trade activity and transaction, including ongoing trade.
2. Security that the company should hold or receive from the said transaction.
3. The borrower's strength, as well as the ability to pay back the capital and interest in due time.
4. Business prospective of the borrowing, guaranteeing and investing company.
5. The capability of CEO of the borrowing, guaranteeing and investing company.
6. Criteria in monitoring and checking transaction and getting statistic report in the borrowing, guaranteeing and investing company to perceive its status.

Future Trend in Related Transaction

The prospect of related transaction will likely be undertaken in regular trade based on the normal trading policy of price mechanism. The transactions must be fair and irrelevant to the transfer of interests between the Company and business or other relevant persons.

Furthermore, the Company has the measure to control the related transaction and limit financial assistance for non subsidiary company. Giving loan or guarantee shall be done according to shareowning proportion in compliance with joint-venture agreement.

The Company needs certain criteria in assessing, monitoring, evaluating and reporting on the related transaction with more clarity, thoroughness, accuracy and speediness.

The Company's General and other Significant Information

1. Name, Head office address, Telephone, Fax, E-mail, Type of business, Number and type of total paid-up shares of the company

Name : I.C.C. International Public Company Limited
Registered No. : 0107537001374
Head office address : 530 Soi Sathupradit 58, Bangpongpan, Yannawa, Bangkok 10120
Tel. (662) 293-9000, (662) 293-9300 Fax. (662) 294-3024
Website : <http://www.icc.co.th>
Type of business : Commercial
Number and type of total paid-up shares

Type	Number of Shares	Par value
Common stock	290,633,730	1 Baht

Name, Head office address, Type of business, Number and type of total paid-up shares of the affiliated companies :
- None -

2. Name, Office address, Telephone and Fax of other reference persons :

Registrar : Thailand Securities Depository Co., Ltd.
62 The Stock Exchange of Thailand Building, Beside Queen Sirikit National Convention Center,
Ratchadaphisek Road, Klongtoey, Bangkok 10110
Tel. (662) 229-2800, (662) 654-5599 Fax. (662) 359-1259
Certified Public : 1. Mr. Bunyarit Thanormcharoen
Accountant : 2. Mr. Nirand Lilamethwat
3. Miss Nittaya Chetchotiros
C.P.A. (THAILAND) Reg. No. 7900, 2316 and 4439
KPMG Phoomchai Audit Ltd.
Empire Tower, 50th - 51st Floors, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
Tel. (662) 677-2000 Fax. (662) 677-2222
Legal Advisor : Mr. Vira Ua-Arak
Vira Law Office Co., Ltd.
548/14-15 Soi Sathupradit 58 Yaek 18, Bangpongpan, Yannawa, Bangkok 10120
Tel. (662) 683-8023 Fax. (662) 683-8843

3. Other Significant Information : - None -

The Company's General and Other Significant Information

4. Investment in other companies or private companies with the company holding more than 10 % of the total paid-up shares as of Dec 31, 2014

Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Distribution Companies							
1. SAHAPATHANAPIBUL	Bangkok	Consumer Products	Common Share	327,765,203	33,630,158	1,370,428,938.50	10.26
					(market price as of Dec 31, 2014)		
2. O.C.C.	Bangkok	Distributor	Common Share	60,000,000	11,839,980	207,199,650.00	19.73
					(market price as of Dec 31, 2014)		
3. PAN ASIA FOOTWEAR	Cholburi	Footwear	Common Share	540,000,000	102,112,778	105,365,634.78	18.91
*4. INTERNATIONAL	Hong Kong	Distributor	Common Share	20,000	3,800	1,657,750.00	19.00
COMMERCIAL							
COORDINATION (HK)							
5. BETTER WAY	Bangkok	Direct Sale	Common Share	8,000,000	1,340,142	101,232,031.65	16.75
(THAILAND)							
6. FAIRYLAND	Nakornsawan	Department Store	Common Share	1,000,000	106,200	15,930,000.00	10.62
DEPARTMENT STORE							
7. U C C UESHIMA	Bangkok	UCC Coffee Shop	Common Share	150,000	15,000	1,500,000.00	10.00
COFFEE (THAILAND)		and Wholesaler					
		of Instant Coffee					
		and Office Coffee					
8. E.P.F.	Bangkok	Distributor, Retailer	Common Share	65,000	6,500	390,000.00	10.00
9. KAI I.T. SERVICE	Bangkok	Assembling and	Common Share	400,000	40,000	1,125,600.00	10.00
		Selling Computer					
10. 4 PEOPLE FOODS	Bangkok	Instant Noodles 4ME	Common Share	2,000,000	280,000	18,249,000.00	14.00
*11. KYOSHUN	Japan	Import pickled ginger	Common Share	600	115	2,088,400.00	19.17
		from Thailand and					
		export Japanese					
		food to Thailand					
12. MORGAN DE TOI	Bangkok	Distributor of men's	Common Share	400,000	48,000	4,800,000.00	12.00
(THAILAND)		and women's apparels					
		and leather products					
		under the brand					
		"MORGAN"					
13. DAISO SANGYO	Bangkok	One-price retail	Common Share	28,000,000	3,249,474	32,494,740.00	11.61
(THAILAND)		business of consumer					
		products					

The Company's General and Other Significant Information

Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
14. SHISEIDO	Bangkok	Beauty salon and spa	Common Share	7,000,000	1,050,000	10,500,000.00	15.00
PROFESSIONAL		including import and					
(THAILAND)		export of cosmetic					
		products					
15. SIAM AUTOBACS	Bangkok	Sale and service of	Common Share	2,989,998	500,000	5,000,000.00	12.53
		automobile parts and	Preferred Share	1,000,002	-	-	
		accessories					
16. TSURUHA	Bangkok	Retail store, sale	Common Share	200,000	30,000	30,000,000.00	15.00
(THAILAND)		health and beauty					
		products, other					
		consumer products					
17. SHOP GLOBAL	Bangkok	TV Shopping	Common Share	6,000,000	1,800,000	120,600,000.00	30.00
(THAILAND)		(sale products via					
		Satellite TV)					
*18. AMIS DU MONDE	France	Trading products in	Common Share	120,000	98,300	40,957,040.15	81.92
		France and abroad					
		including import and					
		export					
*19. CANCHANA	Cambodia	Distribution of	Common Share	1,000	400	6,474,860.00	40.00
INTERNATIONAL		Products					
Total				985,111,803	156,150,847	2,075,993,645.08	

Remarks : * Investment in other countries

The Company's General and Other Significant Information

4. Investment in other companies or private companies with the company holding more than 10 % of the total paid-up shares as of Dec 31, 2014 (continued)

Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Manufacturing Companies							
1. TEXTILE PRESTIGE	Bangkok	Embroidered Lace,	Common Share	108,000,000	11,261,720	138,519,156.00	10.43
		Sponge			(market price as of Dec 31, 2014)		
2. S & J INTERNATIONAL	Bangkok	Cosmetics	Common Share	149,930,828	21,897,781	385,400,945.60	14.61
ENTERPRISES					(market price as of Dec 31, 2014)		
3. THANULUX	Bangkok	Leather Products &	Common Share	120,000,000	13,307,040	332,676,000.00	11.09
		Accessories			(market price as of Dec 31, 2014)		
4. SAHACOGEN	Cholburi	Power Plant	Common Share	955,000,000	100,432,960	632,727,648.00	10.52
(CHONBURI)					(market price as of Dec 31, 2014)		
5. LION CORPORATION	Bangkok	Detergent	Common Share	3,000,000	360,000	36,000,000.00	12.00
(THAILAND)							
6. RAJA UCHINO	Bangkok	Towels	Common Share	1,215,000	165,150	16,322,496.00	13.59
7. CHAMP ACE	Bangkok	Garment	Common Share	400,000	50,000	5,000,000.00	12.50
8. T.U.C. ELASTIC	Bangkok	Elastic Bands	Common Share	1,600,000	192,000	18,200,000.00	12.00
9. H & B INTERTEX	Bangkok	Soft and Plush Toys	Common Share	400,000	76,000	7,600,000.00	19.00
10. INTERNATIONAL	Bangkok	Leather Shoes	Common Share	500,000	140,000	21,727,300.00	28.00
LEATHER FASHION							
11. TOTAL WAY IMAGE	Bangkok	Leather Goods	Common Share	200,000	20,000	2,000,000.00	10.00
12. TOP TREND	Cholburi	Plastic Packaging	Common Share	1,200,000	216,000	43,200,000.00	18.00
MANUFACTURING							
13. GENERAL GLASS	Cholburi	Glass Packaging	Common Share	14,500,000	2,827,500	42,979,330.00	19.50
14. THAI TAKAYA	Bangkok	Jean Trousers	Common Share	300,000	30,000	3,000,000.00	10.00
15. SSDC (TIGERTEX)	Prachinburi	Bleaching & Dyeing	Common Share	32,400,000	6,345,520	33,135,122.78	19.58
16. THAI ARAI	Cholburi	Automobile Parts	Common Share	1,260,000	135,450	14,162,504.36	10.75
17. THAI SPORTS	Bangkok	Garment	Common Share	100,000	12,000	1,200,000.00	12.00
GARMENT							
18. THAI GUNZE	Prachinburi	Knit Wear	Common Share	1,800,000	288,000	28,800,000.00	16.00
19. THAI CUBIC	Cholburi	Surface Decorating	Common Share	400,000	76,000	7,600,000.00	19.00
TECHNOLOGY		Service					
20. KEWPIE (THAILAND)	Bangkok	Food	Common Share	2,600,000	280,000	27,273,400.00	10.77
21. THAI SHIKIBO	Bangkok	Textile (Spinning)	Common Share	2,375,000	278,900	26,539,112.00	11.74
22. THAI TAKEDA LACE	Bangkok	Lace	Common Share	1,270,000	162,000	20,482,860.00	12.76

The Company's General and Other Significant Information

Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
23. THAI SUN FOODS	Bangkok	Producing and Trading Fruit Juice "Greenmate" and Distribution of "Homey" Biscuits	Common Share	5,000,000	950,000	9,500,000.00	19.00
24. INTERNATIONAL LABORATORIES	Bangkok	Cosmetics	Common Share	12,000,000	2,347,200	313,089,800.00	19.56
25. THAI KAMAYA	Bangkok	Cosmetics packaging, electrical parts and automobile plastic	Common Share	1,000,000	128,000	14,528,000.00	12.80
26. BANGKOK TOKYO SOCKS	Cholburi	Socks Manufacturing and Export	Common Share	1,432,200	280,000	24,250,000.00	19.55
27. ERAWAN TEXTILE	Samutprakarn	Producing and weaving threads from cotton and polyester T/C	Common Share	6,214,634	1,019,978	115,714,662.91	16.41
28. THAI ITOKIN	Bangkok	Ladies' wear	Common Share	1,000,000	279,000	29,532,400.00	27.90
29. SAHA NAM TEXTILE	Bangkok	Elastic yarn, twisted and texturized yarn	Common Share	360,000	64,800	7,335,864.00	18.00
Total				1,425,457,662	163,622,999	2,358,496,601.65	

The Company's General and Other Significant Information

4. Investment in other companies or private companies with the company holding more than 10 % of the total paid-up shares as of Dec 31, 2014 (continued)

Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
Service Companies and Others							
1. FAR EAST DDB	Bangkok	Advertising	Common Share	7,500,000	797,800	167,538,000.00	10.64
					(market price as of Dec 31, 2014)		
2. SAHA RATTANANAKORN	Bangkok	Industrial Estate	Common Share	1,800,000	225,000	22,500,000.00	12.50
3. SAHA UBOLNAKORN	Bangkok	Industrial Park	Common Share	1,250,000	237,500	1,484,375.00	19.00
4. K. COMMERCIAL AND CONSTRUCTION	Bangkok	Construction	Common Share	500,000	97,500	34,084,104.13	19.50
5. SAHAPAT REAL ESTATE	Bangkok	Real Estate Development	Common Share	10,000,000	1,990,000	49,750,000.00	19.90
6. WORLDCLASS RENT A CAR	Bangkok	Car Rent	Common Share	1,000,000	211,111	19,792,935.73	25.00
			Preferred Share	2,800,000	738,889	73,888,900.00	
7. D F INTER	Bangkok	Made-to-Order Furniture	Common Share	50,000	9,500	1,060,200.00	19.00
8. K R S LOGISTICS	Bangkok	Warehouse Management	Common Share	1,000,000	155,000	1,550,000.00	15.50
9. THAI FLYING MAINTENANCE	Bangkok	Aircraft and Helicopter Maintenance Service	Common Share	20,000	3,000	300,000.00	15.00
10. LAEM CHA-BANG WAREHOUSE	Cholburi	Warehouse	Common Share	50,000	9,500	1,013,650.00	19.00
11. UNITED UTILITIES	Bangkok	Real Estate	Common Share	3,500,000	649,457	72,315,002.82	18.56
12. TREASURE HILL	Cholburi	Golf Course	Common Share	2,000,000	240,000	16,178,000.00	12.00
13. PAN LAND	Cholburi	Land Development	Common Share	3,000,000	500,000	49,367,900.00	16.67
14. TIGER DISTRIBUTION & LOGISTICS	Bangkok	Distribution and Logistics	Common Share	2,000,000	398,000	6,982,399.12	19.90
15. WASEDA EDUCATION (THAILAND)	Bangkok	Institute of Japanese Language and Cultural Studies	Common Share	560,000	60,000	6,000,000.00	10.71
16. OTSUKA SAHA ASIA RESEARCH	Bangkok	Consultant on production research and development	Common Share	800,000	130,666	13,066,600.00	16.33
17. THAI SECOM PITAKKIJ	Bangkok	Security	Common Share	3,788,572	568,286	94,680,056.00	15.00
18. ISSARA UNITED	Bangkok	Property Development	Common Share	800,000	199,997	19,999,700.00	25.00

The Company's General and Other Significant Information

Companies	Location	Type of Business	Type of Shares	No. of Total Paid-up Shares	No. of Shares Held	Investment amount (฿)	Percentage of Shares holding
19. BOON CAPITALHOLDING	Bangkok	Investment	Common Share	27,000,000	8,639,999	86,399,990.00	32.00
20. WBRE	Bangkok	Real Estate	Common Share	500,000	499,997	49,999,700.00	100.00
21. BNC REAL ESTATE	Bangkok	Real Estate	Common Share	600,000	100,000	10,000,000.00	16.67
*22. NANAN CAMBO	Cambodia	Real Estate	Common Share	1,000	490	6,475,840.00	49.00
SOLUTION		Investment					
23. SAHA TOKYU	Cholburi	Real Estate	Common Share	332,000	39,840	9,960,000.00	12.00
CORPORATION							
Total				70,851,572	16,501,532	814,387,352.80	
Grand Total				2,481,421,037	336,275,378	5,248,877,599.53	
Less : Provision for loss from impairment of investment						257,013,447.92	
Net				2,481,421,037	336,275,378	4,991,864,151.61	

Remarks : * Investment in other countries

Report on the Company Board of Director's Responsibility on the Financial Report

I.C.C. INTERNATIONAL PLC.

As a listed company, the Board of Directors realizes the duties and responsibilities for preparation of financial statements of I.C.C. International Public Company Limited and its subsidiaries, in accordance with Thailand Financial Reporting Standard, by selecting an appropriate accounting policy, to which the company has strictly adhered on a regular basis. The Board of Directors has exercised due care and reasonable projection in preparing the reports. There is adequate disclosure of material information in the Notes to Financial Statements as well as explanations and analysis as regards to the financial status and operating results of the Company and its subsidiaries, for the benefits of shareholders and general investors alike. The financial statements have been audited, with unqualified opinion by independent certified public accountants.

In addition, the Board of Directors has promoted actions in accordance with Corporate Governance Principles, and assured that the company has adopted efficient and effective risk management and internal control systems. These will ensure that the accounting data recording procedures are accurate, complete and sufficient for maintaining assets of the Company and its subsidiaries, including prevention of material frauds and irregularities.

In so doing, the Audit Committee of the Company, consisting of independent directors as members, has reviewed the quality of financial reports and the internal control system, and hereby expressed their opinion in the Report of Audit Committee, as shown in the Annual Report and 56-1 Reporting Form.

The Board of Directors is of the opinion that Corporate Governance, risk management and internal control systems of the company are adequate and appropriate, thereby providing reasonable assurances that the Financial Statements of the Company and its subsidiaries, for the Year Ending December 31, 2014, had been prepared and disclosed accurately, as deemed fully compliant to the financial reporting standard.



Som Chatusripitak Ph.D.
Chairman



Mr. Boonkiet Chokwatana
President and Executive Chairman

Independent Auditor's Report

Annual Report 2014

To the Shareholders of I.C.C. International Public Company Limited

I have audited the accompanying consolidated and separate financial statements of I.C.C. International Public Company Limited and its subsidiaries (the "Group") and of I.C.C. International Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2014, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated and separate financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

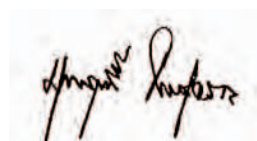
My responsibility is to express an opinion on these consolidated and separate financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated and separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2014 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



(Bunyarit Thanormcharoen)

Certified Public Accountant

Registration No. 7900

KPMG Phoomchai Audit Ltd.

Bangkok

24 February 2015

I.C.C. International Public Company Limited and its Subsidiaries

Statement of financial position

As of December 31, 2014 and 2013

(in Baht)

Assets	Note	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
		2014	2013	2014	2013
Current assets					
Cash and cash equivalents	6	617,169,755	170,409,402	594,407,424	170,409,402
Trade accounts receivable	5, 7	1,641,985,874	1,852,365,276	1,642,609,331	1,852,365,276
Short-term loans	5, 8	145,000,000	165,000,000	285,000,000	165,000,000
Inventories	9	3,863,027,110	4,099,481,797	3,859,941,871	4,099,481,797
Real estate projects under development	10	152,970,569	-	-	-
Sales VAT on consignment sales of inventories		344,303,881	365,505,097	344,303,881	365,505,097
Other current assets		154,147,843	133,313,461	152,895,575	133,313,461
Total current assets		6,918,605,032	6,786,075,033	6,879,158,082	6,786,075,033
Non-current assets					
Restricted deposits at financial institution		2,948,839	-	-	-
Available-for-sale investments	11	5,710,162,207	5,358,539,199	5,710,162,207	5,358,539,199
Investments in associates	12	325,228,123	352,026,533	361,330,126	336,585,576
Investments in subsidiaries	13	-	-	90,956,740	-
Other long-term investments	11	1,801,015,962	1,704,164,389	1,801,015,962	1,704,164,389
Long-term loans	5	18,800,000	10,000,000	18,800,000	10,000,000
Investment properties	14	1,015,285,645	1,065,632,312	1,015,285,645	1,065,632,312
Property, plant and equipment	15	2,457,101,761	2,276,862,324	2,449,320,794	2,276,862,324
Other non-current assets	16	236,858,557	266,960,332	233,364,778	266,960,332
Total non-current assets		11,567,401,094	11,034,185,089	11,680,236,252	11,018,744,132
Total assets		18,486,006,126	17,820,260,122	18,559,394,334	17,804,819,165

The accompanying notes are an integral part of these financial statements.

Financial Statements

Annual Report 2014

I.C.C. International Public Company Limited and its Subsidiaries

Statement of financial position

As of December 31, 2014 and 2013

(in Baht)

Liabilities and equity	Note	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
		2014	2013	2014	2013
Current liabilities					
Trade accounts payable	5, 18	1,345,231,261	1,235,602,699	1,345,135,567	1,235,602,699
Other payable	5	758,172,535	748,195,948	756,026,738	748,195,948
Income tax payable		15,831,010	-	15,831,010	-
Total current liabilities		2,119,234,806	1,983,798,647	2,116,993,315	1,983,798,647
Non-current liabilities					
Deferred tax liabilities	17	58,305,079	25,403,847	58,305,079	25,403,847
Employee benefit obligations	19	524,753,969	478,810,689	524,753,969	478,810,689
Other non-current liabilities		41,469,922	41,578,081	41,469,922	41,578,081
Total non-current liabilities		624,528,970	545,792,617	624,528,970	545,792,617
Total liabilities		2,743,763,776	2,529,591,264	2,741,522,285	2,529,591,264
Equity					
Share capital:	20				
Authorised share capital		500,000,000	500,000,000	500,000,000	500,000,000
Issued and paid-up share capital		290,633,730	290,633,730	290,633,730	290,633,730
Additional paid in capital:					
Premium on ordinary shares		1,487,143,830	1,487,143,830	1,487,143,830	1,487,143,830
Surplus on treasury shares		51,433,146	51,433,146	51,433,146	51,433,146
Retained earnings					
Appropriated					
Legal reserve	21	50,000,000	50,000,000	50,000,000	50,000,000
General reserve	21	1,575,113,219	1,502,922,711	1,575,113,219	1,502,922,711
Unappropriated		9,032,403,032	8,912,536,242	9,113,708,709	8,897,095,285
Other components of equity		3,248,608,418	2,995,999,199	3,249,839,415	2,995,999,199
Equity attributable to owners of the Company		15,735,335,375	15,290,668,858	15,817,872,049	15,275,227,901
Non-controlling interests		6,906,975	-	-	-
Total equity		15,742,242,350	15,290,668,858	15,817,872,049	15,275,227,901
Total liabilities and equity		18,486,006,126	17,820,260,122	18,559,394,334	17,804,819,165

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of comprehensive income

For the year ended 31 December 2014 and 2013

(in Baht)

	Note	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
		2014	2013	2014	2013
Revenue from sale of goods	22	12,033,001,278	13,328,678,353	12,030,855,645	13,328,678,353
Cost of sales of goods	9, 26	7,435,471,261	8,173,136,292	7,425,433,985	8,173,136,292
Gross profit		4,597,530,017	5,155,542,061	4,605,421,660	5,155,542,061
<i>Other income</i>					
Dividends income		332,516,521	384,715,499	334,375,441	395,604,389
Gain on disposal of property, plant and equipments and investment properties		5,443,981	44,448,474	31,708,981	44,448,474
Gain of disposal of leasehold		-	22,268,362	-	22,268,362
Others		191,862,222	153,190,727	194,848,692	153,190,727
Total other income		529,822,724	604,623,062	560,933,114	615,511,952
Profit before expenses		5,127,352,741	5,760,165,123	5,166,354,774	5,771,054,013
<i>Expenses</i>					
Selling expenses	23, 26	3,114,839,779	3,502,338,679	3,110,092,660	3,502,338,679
Administrative expenses	24, 26	1,360,783,625	1,425,558,241	1,359,548,462	1,425,558,241
Finance costs		909	7,389,057	909	7,389,057
Total expenses		4,475,624,313	4,935,285,977	4,469,642,031	4,935,285,977
<i>Share of profit (loss) of equity</i>					
- accounted investees					
Associates	12	(49,684,041)	(26,468,941)	-	-
Profit before income tax expense		602,044,387	798,410,205	696,712,743	835,768,036
Income tax expense	27	59,148,335	113,862,951	59,148,335	113,862,951
Profit for the year		542,896,052	684,547,254	637,564,408	721,905,085
Profit attributable to:					
Owners of the Company		545,186,109	684,547,254	637,564,408	721,905,085
Non-Controlling interests		(2,290,057)	-	-	-
Profit for the year		542,896,052	684,547,254	637,564,408	721,905,085

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of comprehensive income

For the year ended 31 December 2014 and 2013

(in Baht)

	Note	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
		2014	2013	2014	2013
Other comprehensive income					
Foreign currency translation differences for foreign operations		(1,075,647)	-	-	-
Net change in fair value of available-for-sale investments	11	317,300,270	(1,187,913,896)	317,300,270	(1,187,913,896)
Income tax on other comprehensive income	17	(63,460,054)	237,582,779	(63,460,054)	237,582,779
Other comprehensive income (loss) for the year net of income tax		252,764,569	(950,331,117)	253,840,216	(950,331,117)
Total comprehensive income (loss) for the year		795,660,621	(265,783,863)	891,404,624	(228,426,032)
Total comprehensive income attributable to :					
Owners of the Company		797,795,328	(265,783,863)	891,404,624	(228,426,032)
Non-controlling interests		(2,134,707)	-	-	-
Total comprehensive income (loss) for the year		795,660,621	(265,783,863)	891,404,624	(228,426,032)
Earnings per share (in Baht)					
Basic earnings per share	28	1.88	2.36	2.19	2.48

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of changes in equity

For the year ended 31 December 2014 and 2013

(in Baht)

Financial statements in which equity method is applied								
	Note	Issued and paid-up share capital	Premium on ordinary shares	Surplus on treasury shares	Retained earnings			Total equity
					Legal reserve	General reserve	Unappropriated	Other components of equity
Balance at 1 January 2013		290,633,730	1,487,143,830	51,433,146	50,000,000	1,406,032,914	8,688,170,948	3,946,330,316
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners of the Company								
Dividends to owners of the Company	29	-	-	-	-	-	(363,292,163)	-
Total transactions with owners, recorded directly in equity		-	-	-	-	-	(363,292,163)	-
Comprehensive income for the year								
Profit		-	-	-	-	-	684,547,254	-
Other comprehensive income		-	-	-	-	-	-	(950,331,117)
Total comprehensive income for the year		-	-	-	-	-	684,547,254	(950,331,117)
Transfer to general reserve	21	-	-	-	-	96,889,797	(96,889,797)	-
Balance at 31 December 2013		290,633,730	1,487,143,830	51,433,146	50,000,000	1,502,922,711	8,912,536,242	2,995,999,199
								15,290,668,858

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries
Statement of changes in equity
For the year ended 31 December 2014 and 2013

(in Baht)

Consolidated financial statements												
	Note	Issued and paid-up share capital	Premium on ordinary shares	Surplus on treasury shares	Retained earnings			Other components of equity		Equity attributable to owners of the Company	Non-controlling interests	Total equity
					Legal reserve	General reserve	Unappropriated	Currency translation differences	Fair value changes in available-for-sale investments			
Balance at 1 January 2014		290,633,730	1,487,143,830	51,433,146	50,000,000	1,502,922,711	8,912,536,242	-	2,995,999,199	15,290,668,858	-	15,290,668,858
Transactions with owners, recorded directly in equity												
Contributions by and distributions to owners of the Company												
Dividends to owners of the Company	29	-	-	-	-	-	(348,760,476)	-	-	(348,760,476)	-	(348,760,476)
Total transactions with owners, recorded directly in equity		-	-	-	-	-	(348,760,476)	-	-	(348,760,476)	-	(348,760,476)
Acquisition of non-controlling interest	13	-	-	-	-	-	(4,368,335)	-	-	(4,368,335)	9,041,682	4,673,347
Comprehensive income for the year												
Profit		-	-	-	-	-	545,186,109	-	-	545,186,109	(2,290,057)	542,896,052
Other comprehensive income		-	-	-	-	-	-	(1,230,997)	253,840,216	252,609,219	155,350	252,764,569
Total comprehensive income for the year		-	-	-	-	-	545,186,109	(1,230,997)	253,840,216	797,795,328	(2,134,707)	795,660,621
Transfer to general reserve	21	-	-	-	-	72,190,508	(72,190,508)	-	-	-	-	-
Balance at 31 December 2014		290,633,730	1,487,143,830	51,433,146	50,000,000	1,575,113,219	9,032,403,032	(1,230,997)	3,249,839,415	15,735,335,375	6,906,975	15,742,242,350

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of changes in equity

For the year ended 31 December 2014 and 2013

(in Baht)

	Note	Issued and paid-up share capital	Premium on ordinary shares	Surplus on treasury shares	Separate financial statements				Other components of equity	Total equity
					Legal reserve	General reserve	Unappropriated	Fair value changes in available-for-sale investments		
Balance at 1 January 2013		290,633,730	1,487,143,830	51,433,146	50,000,000	1,406,032,914	8,635,372,160	3,946,330,316		15,866,946,096
Transactions with owners, recorded directly in equity										
Contributions by and distributions to owners of the Company										
Dividends to owners of the Company	29	-	-	-	-	-	(363,292,163)	-		(363,292,163)
Total transactions with owners, recorded directly in equity		-	-	-	-	-	(363,292,163)	-		(363,292,163)
Comprehensive income for the year										
Profit		-	-	-	-	-	721,905,085	-		721,905,085
Other comprehensive income		-	-	-	-	-	-	(950,331,117)		(950,331,117)
Total comprehensive income for the year		-	-	-	-	-	721,905,085	(950,331,117)		(228,426,032)
Transfer to general reserve	21	-	-	-	-	96,889,797	(96,889,797)	-		-
Balance at 31 December 2013		290,633,730	1,487,143,830	51,433,146	50,000,000	1,502,922,711	8,897,095,285	2,995,999,199		15,275,227,901
Balance at 1 January 2014		290,633,730	1,487,143,830	51,433,146	50,000,000	1,502,922,711	8,897,095,285	2,995,999,199		15,275,227,901
Transactions with owners, recorded directly in equity										
Contributions by and distributions to owners of the Company										
Dividends to owners of the Company	29	-	-	-	-	-	(348,760,476)	-		(348,760,476)
Total transactions with owners, recorded directly in equity		-	-	-	-	-	(348,760,476)	-		(348,760,476)
Comprehensive income for the year										
Profit		-	-	-	-	-	637,564,408	-		637,564,408
Other comprehensive income		-	-	-	-	-	-	253,840,216		253,840,216
Total comprehensive income for the year		-	-	-	-	-	637,564,408	253,840,216		891,404,624
Transfer to general reserve	21	-	-	-	-	72,190,508	(72,190,508)	-		-
Balance at 31 December 2014		290,633,730	1,487,143,830	51,433,146	50,000,000	1,575,113,219	9,113,708,709	3,249,839,415		15,817,872,049

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of cash flows

For the year ended 31 December 2014 and 2013

(in Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
<i>Cash flows from operating activities</i>				
Profit for the year	542,896,052	684,547,254	637,564,408	721,905,085
<i>Adjustments for</i>				
Depreciation and amortisation	171,301,624	172,109,096	168,859,767	172,109,096
(Reversal) of allowance for decline in value of investment properties	(36,843,117)	8,837,371	(36,843,117)	8,837,371
(Reversal) of allowance for doubtful accounts of loan receivable	(2,402,831)	-	(2,402,831)	-
Recoverable of bad debt	(80,000)	(60,000)	(80,000)	(60,000)
(Reversal) of allowance for doubtful accounts and bad debts	(382,993)	3,638,897	(382,993)	3,638,897
Loss on retirement of equipment	-	66,203	-	66,203
Reversal of allowance for decline in value of inventories	(2,319,781)	(8,431,364)	(2,319,781)	(8,431,364)
(Reversal) of allowance for decline in value of investments	(9,812,060)	33,262,884	(9,812,060)	33,262,884
Gain on exchange rate	(429,600)	-	(429,600)	-
Interest income	(19,006,389)	(10,176,339)	(21,992,860)	(10,176,339)
Loss on disposal of investment	27,790,475	7,451,800	27,790,475	7,451,800
Loss on investment liquidation of related party	-	661,320	-	661,320
Gain (loss) on disposal of property, plant and equipment and investment properties	29,784,959	(44,448,474)	3,519,959	(44,448,474)
Gain on disposal of leasehold	-	(22,268,362)	-	(22,268,362)
Dividends income	(332,516,521)	(384,715,499)	(334,375,441)	(395,604,389)
Share of (profit) loss of equity-accounted investees, net of income tax	49,684,041	26,468,941	-	-
Finance costs	909	7,389,057	909	7,389,057
Income tax expense	59,148,335	113,862,951	59,148,335	113,862,951
	476,813,103	588,195,736	488,245,170	588,195,736
<i>Changes in operating assets and liabilities</i>				
Trade accounts receivable	210,842,395	187,688,726	210,218,939	187,688,726
Inventories	238,774,467	397,119,771	241,859,706	397,119,771

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of cash flows

For the year ended 31 December 2014 and 2013

(in Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
<i>Cash flows from operating activities (Continued)</i>				
Real estate projects under development	(109,235,569)	-	-	-
Other current assets	(12,404,679)	69,171,780	(11,152,412)	69,171,780
Other non-current assets	18,846,560	(38,316,361)	24,619,012	(38,316,361)
Trade accounts payable	109,628,561	(208,556,116)	109,532,868	(208,556,116)
Other payable	9,846,013	(12,243,570)	7,700,217	(12,243,570)
Employee benefits obligations	45,943,280	51,002,326	45,943,280	51,002,326
Other non-current liabilities	(108,158)	3,003,246	(108,158)	3,003,246
Cash generated from operating activities	988,945,973	1,037,065,538	1,116,858,622	1,037,065,538
Income tax paid	(73,876,147)	(166,381,051)	(73,876,147)	(166,381,051)
Net cash from operating activities	915,069,826	870,684,487	1,042,982,475	870,684,487
<i>Cash flows from investing activities</i>				
Interest received	17,527,903	10,176,339	20,514,374	10,176,339
Dividends received	332,516,521	395,604,389	334,375,441	395,604,389
Purchase of property, plant and equipment and investment properties	(341,387,490)	(535,527,876)	(330,660,181)	(535,527,876)
(Increase) decrease in loans to related parties and employees	16,858,635	955,590	(123,141,366)	955,590
Purchase of equity securities	(176,410,211)	(297,381,257)	(176,410,211)	(297,381,257)
Sale of equity securities	2,942,535	53,712,515	2,942,535	53,712,515
Decrease in deposit for property, plant and equipment	-	24,131,730	-	24,131,730
Cash received from disposal property, plant and equipment and investment properties	8,732,507	283,781,795	78,732,507	283,781,795
Cash received from leasehold	14,250,000	14,250,000	14,250,000	14,250,000
Cash paid for purchase of subsidiaries	-	-	(90,956,740)	-
Net cash used in investing activities	(124,969,600)	(50,296,775)	(270,353,641)	(50,296,775)

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its Subsidiaries

Statement of cash flows

For the year ended 31 December 2014 and 2013

(in Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
<i>Cash flows from financing activities</i>				
Dividends paid to owners of the Company	(348,629,903)	(363,292,163)	(348,629,903)	(363,292,163)
Interest paid	(909)	(7,087,900)	(909)	(7,087,900)
Proceeds from short-term loans from financial institutions	-	5,436,000,000	-	5,436,000,000
Repayment of short-term loans from financial institutions	-	(5,900,000,000)	-	(5,900,000,000)
Net cash used in financing activities	(348,630,812)	(834,380,063)	(348,630,812)	(834,380,063)
Net increase in cash and cash equivalents	441,469,414	(13,992,351)	423,998,022	(13,992,351)
Cash and cash equivalents at 1 January	170,409,402	184,401,753	170,409,402	184,401,753
Effect of exchange rate changes on balances held				
in foreign currency	5,290,939	-	-	-
Cash and cash equivalents at 31 December	617,169,755	170,409,402	594,407,424	170,409,402
<i>Non-cash transactions</i>				
Fair value changes in available-for-sale investments	317,300,270	(1,187,913,896)	317,300,270	(1,187,913,896)

The accompanying notes are an integral part of these financial statements.

I.C.C. International Public Company Limited and its subsidiaries

Notes to the financial statements

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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorized for issue by the Board of Directors on 24 February 2015.

1 General information

I.C.C. International Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 530 Soi Sathupradit 58, Bang Phong Phang subdistrict, Yannawa district, Bangkok.

The Company was listed on the Stock Exchange of Thailand in December 1978.

The Company’s major shareholders during the financial period were Saha Pathana Inter-Holding Public Company Limited (22.1% shareholding) and I.D.F. Co., Ltd. (9.5% shareholding). Both companies were incorporated in Thailand.

The principle business of the Company is distributing consumer products.

Details of the Company’s subsidiaries as at 31 December are as follows :

Name	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
WBRE Co., Ltd.	Real Estate	Thai	99.9	-
Amis Du Monde SARL	Trading	France	81.9	-

2 Basis of preparation of financial statements

(a) Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professions (“FAP”); and applicable rules and regulations of the Thai Securities and Exchange Commission.

The FAP has issued the following new and revised TFRS relevant to the Group’s operations and effective for annual accounting periods beginning on or after 1 January 2014.

TFRS	Topic
TAS 1 (revised 2012)	Presentation of financial statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets
TFRS 5 (revised 2012)	Non-current Assets held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments
TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities

TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 13	Customer Loyalty Programmes

The initial application of these new and revised TFRS has no significant changes in certain of the Group's accounting policies.

In addition to the above new and revised TFRS, the FAP has issued a number of other new and revised TFRS which are effective for annual financial periods beginning on or after 1 January 2015 and have not been adopted in the preparation of these financial statements. Those new and revised TFRS that are relevant to the Group's operations are disclosed in note 33.

During 2014, the Company invested in 2 subsidiaries, the Company, therefore, presented the consolidated financial statements for year ended 31 December 2014.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following material items in the statements of financial position:

- financial instruments at fair value through profit or loss are measured at fair value;
- available-for-sale financial assets are measured at fair value.

(c) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest thousand baht unless otherwise stated.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is included in the following notes to financial statement:

Note 17 and 27	Deferred and current taxation
Note 19	Measurement of defined benefit obligations

3 Accounting policies for new events

Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in associates.

Subsidiaries

Subsidiaries of the Company are comprises of:

1. WBRE Co., Ltd.
2. Amis Du Monde SARL

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group. Losses applicable to non-controlling interests in a subsidiary are allocated to non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Associates (equity-accounted investees)

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

Investments in associates are accounted for in the consolidated financial statements using the equity method (equity-accounted investees) and are recognised initially at cost. The cost of the investment includes transaction costs.

The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an equity accounted investee, the Group's carrying amount of that interest is reduced to zero and recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates and jointly-controlled entities are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign operations

The assets and liabilities of foreign operations are translated to Thai Baht at the exchange rates at the reporting date.

The revenues and expenses of foreign are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity until disposal of the investment.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

(b) Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

(c) Trade and other accounts receivable

Trade accounts receivable are stated at their invoice value less allowance for doubtful accounts and provision for sales to retailers with condition.

Other accounts receivable are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(d) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost of inventories in categories of trading and sales to retailers with condition is calculated using the weighted average cost principle and for cost of inventories on real estate-condominium is calculated using the specific method. Cost of inventory comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

(e) Real estate development projects

Real estate development projects are projects for the development of properties with the intention of sale in the ordinary course of business. They are stated at the lower of cost plus, where appropriate, a portion of attributable profit and estimated net realisable value, net of progress billings. Net realisable value represents the estimated selling price less costs to be incurred in selling the properties.

The cost of real estate development projects comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding real estate development projects are capitalised, on a specific identification basis, as part of the cost of the property until the completion of development.

(f) Sales VAT on consignment sales of inventories

Sales VAT on consignment sales shall be recorded and payable when the goods have been delivered to retailers and sales VAT has been submitted to the Revenue Department. This sales VAT shall be recorded as current asset in the statement of financial position. The Company shall also call for VAT from retailers after the goods have been sold to customers.

(g) Investments

Investments in associates and subsidiaries

Investments in associates and subsidiaries in the separate financial statements of the Company are accounted for using the cost method. Investments in associates in the consolidated financial statements are accounted for using the equity method.

Investments in other debt and equity securities

Debt securities and marketable equity securities held for trading are classified as current assets and are stated at fair value, with any resultant gain or loss recognised in profit or loss.

Debt securities that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity investments. Held-to-maturity investments are stated at amortised cost, less any impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortised using the effective interest rate method over the period to maturity.

Debt securities and marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised directly in equity. Impairment losses and foreign exchange differences are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as held-for-trading and available-for-sale is determined as the quoted bid price at the reporting date.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using weighted average method applied to the carrying value of the total holding of the investment.

(h) Investment properties

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

Investment properties	20 - 40 years
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(i) Property, plant and equipment

Recognition and measurement

Owned assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income in profit or loss.

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified as investment property. Property that is being constructed for future use as investment property is accounted for at fair value. Any gain arising on remeasurement is recognised in profit or loss to the extent the gain reverses a previous impairment loss on the specific property. Any loss is recognised to extent that an amount had previously been included in the revaluation reserve relating to the specific property, with any remaining loss recognised immediately in profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment except for the computer has been determined by using the Sum of Year's Digits Method. The estimated useful lives are as follows:

Buildings and improvements	20 - 50 years
Office equipment and vehicles	3 - 5 years
Furniture and fixtures	5 years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(j) Intangible assets

Other intangible assets

Other intangible assets that are acquired by the Company and have finite useful lives which were trade mark and license database of customer are measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Trademarks	10 years
License database of customer	10 years

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(k) *Leasehold*

Payments made for leasehold rights are measured at cost method and amortisation is recognised in the profit or loss. The Group amortises the cost of leasehold rights on straight line basis over the periods of the leasehold agreements

(l) *Impairment*

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of held-to-maturity securities and receivables carried at amortised cost is calculated as the present value of the estimated future cash flows discounted at the original effective interest rate. Receivables with a short duration are not discounted.

The recoverable amount of available-for-sale financial assets is calculated by reference to the fair value.

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss. For financial assets carried at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

An impairment loss in respect of goodwill is not reversed. Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer

exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(m) Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

(n) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

(o) Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The calculation is regularly performed by a qualified actuary using the projected unit credit method.

When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognised in profit or loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in profit or loss.

The Company recognises all actuarial gains and losses arising from defined benefit plans in other comprehensive income and all expenses related to defined benefit plans in profit or loss.

Termination benefits

Termination benefits are recognised as an expense when the Company is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Company has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(p) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(q) Revenue

Revenue excludes value added taxes and other sales taxes and is arrived at after deduction of trade discounts and volume rebates.

Sale of goods

Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods.

Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

Dividend income

Dividend income is recognised in profit or loss on the date the Company's right to receive payments is established.

Interest income

Interest income is recognised in profit or loss as it accrues.

(r) Finance costs

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration is recognised in profit or loss using the effective interest method.

(s) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

(t) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is

not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(u) *Earnings per share*

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

(v) *Segment reporting*

Segment results that are reported to the CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets and liabilities and head office expenses.

5 Related parties

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Relationships with subsidiaries and associates are described in notes 12 and 13. Relationship with key management and other related parties were as follows:

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Key management personnel	Thai	-	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notes to the financial statements

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Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Saha Pathana Inter-Holding Plc.	Thai	9.7	Major shareholders, 22.1% shareholding, some common shareholders and directors
I.D.F. Co., Ltd.	Thai	9.0	Major shareholders, 9.5% shareholding, some common shareholders and directors
Saha Pathanapibul Plc.	Thai	10.3	8.5% shareholding, some common shareholders and directors
WBRE Co., Ltd.	Thai	99.9	Subsidiary, some common directors
Amis Du Monde SARL	France	81.9	Subsidiary, some common directors
Nanan Cambo Solution Co., Ltd.	Cambodia	49.0	Associate, some common directors
Canchana International Co., Ltd.	Cambodia	40.0	Associate, some common directors
Boon Capital Holding Co., Ltd.	Thai	32.0	Associate, some common directors
SHOP Global (Thailand) Co., Ltd.	Thai	30.0	Associate, some common directors
International Leather Fashion Co., Ltd.	Thai	28.0	Associate, some common directors
Thai Itokin Co., Ltd.	Thai	27.9	Associate, some common directors
Issara United Co., Ltd.	Thai	25.0	Associate, some common directors
Worldclass Rent a Car Co., Ltd.	Thai	25.0	Associate, some common directors
Tiger Distribution & Logistics Co., Ltd.	Thai	19.9	Some common directors
Sahapat Real Estate Co., Ltd.	Thai	19.9	Some common directors
O.C.C. Plc.	Thai	19.7	0.6% shareholding, some common directors
SSDC (Tigertex) Co., Ltd.	Thai	19.6	Some common directors
International Laboratories Co., Ltd.	Thai	19.6	1.1% shareholding, some common directors
Bangkok Tokyo Socks Co., Ltd.	Thai	19.6	Some common directors
K. Commercial and Construction Co., Ltd.	Thai	19.5	Some common directors
General Glass Co., Ltd.	Thai	19.5	Some common directors
Five Star Plus Co., Ltd. ⁽⁴⁾	Thai	-	Some common directors
DF Inter Co., Ltd.	Thai	19.0	Some common directors
Thai Sun Foods Co., Ltd.	Thai	19.0	Some common directors
Thai Cubic Technology Co., Ltd.	Thai	19.0	Some common directors
Laem Cha-Bang Warehouse Co., Ltd.	Thai	19.0	Some common directors
H & B Interrex Co., Ltd.	Thai	19.0	Some common directors
International Commercial Coordination (Hong Kong) Ltd.	Hong Kong	19.0	Some common directors
Pan Asia Footwear Plc.	Thai	18.9	Some common directors
United Utilities Co., Ltd.	Thai	18.6	Some common directors
Top Trend Manufacturing Co., Ltd.	Thai	18.0	Some common directors
Saha Nam Textile Co., Ltd.	Thai	18.0	Some common directors
Better Way (Thailand) Co., Ltd.	Thai	16.8	Some common directors
Pan Land Co., Ltd.	Thai	16.7	Some common directors
Erawan Textile Co., Ltd.	Thai	16.4	Some common directors
Otsuka Saha Asia Research Co., Ltd.	Thai	16.3	Some common directors are close member of the family of the Company's management

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Thai Gunze Co., Ltd.	Thai	16.0	Some common directors
K R S Logistics Co., Ltd.	Thai	15.5	Some common directors are close member of the family of the Company's management
Shiseido Professional (Thailand) Co., Ltd.	Thai	15.0	Some common directors
Tsuruha (Thailand) Co., Ltd.	Thai	15.0	Some common directors
Thai Secom Pitakbki Co., Ltd.	Thai	15.0	Some common directors
S & J International Enterprises Plc.	Thai	14.6	Some common directors
4 People Foods Co., Ltd.	Thai	14.0	Some common directors
Raja Uchino Co., Ltd.	Thai	13.6	Some common directors
Thai Kamaya Co., Ltd.	Thai	12.8	Some common directors
Thai Takeda Lace Co., Ltd.	Thai	12.8	Some common directors
Champ Ace Co., Ltd.	Thai	12.5	Some common directors
T.U.C. Elastic Co., Ltd.	Thai	12.0	Some common directors
Treasure Hill Co., Ltd.	Thai	12.0	Some common directors
Morgan De Toi (Thailand) Co., Ltd.	Thai	12.0	Some common directors are close member of the family of the Company's management
Lion Corporation (Thailand) Co., Ltd.	Thai	12.0	Some common directors are close member of the family of the Company's management
Thai Sports Garment Co., Ltd.	Thai	12.0	Some common directors
Thai Shikibo Co., Ltd.	Thai	11.7	Some common directors
Kewpie (Thailand) Co., Ltd.	Thai	10.8	Some common directors are close member of the family of the Company's management
Thai Arai Co., Ltd. ⁽⁵⁾	Thai	10.8	Some common directors are close member of the family of the Company's management
Waseda Education (Thailand) Co., Ltd.	Thai	10.7	Some common directors
Far East DDB Plc.	Thai	10.6	Some common directors are close member of the family of the Company's management
Textile Prestige Plc.	Thai	10.4	Some common directors
Sahacogen (Chonburi) Plc.	Thai	10.4	Some common directors
Thanulux Plc.	Thai	11.1	3.4% shareholding, some common directors
Kai I.T. Service Co., Ltd.	Thai	10.0	Some common directors
Thai Takaya Co., Ltd.	Thai	10.0	Some common directors
Total Way Image Co., Ltd.	Thai	10.0	Some common directors
E.P.F. Co., Ltd.	Thai	10.0	Some common directors are close member of the family of the Company's management
K.T.Y. Industry Co., Ltd.	Thai	9.9	Some common directors
First United Industry Co., Ltd.	Thai	9.1	Some common directors
Dairy Thai Co., Ltd.	Thai	9.0	Some common directors are close member of the family of the Company's management
Wien International Co., Ltd.	Thai	9.0	Some common directors

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Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
BNC Maesot Co., Ltd.	Thai	9.0	Some common directors
Osoth Inter Laboratories Co., Ltd.	Thai	9.0	Some common directors
Saha Lawson Co., Ltd.	Thai	9.0	Some common directors
Sun 108 Co., Ltd.	Thai	8.3	Some common directors
Janome (Thailand) Co., Ltd.	Thai	8.0	Some common directors
Thai Bunka Fashion Co., Ltd.	Thai	8.0	Some common directors
Thai Staflex Co., Ltd.	Thai	8.0	Some common directors
Molten Asia Polymer Products Co., Ltd.	Thai	7.8	Some common directors are close member of the family of the Company's management
Sahachol Food Supplies Co., Ltd.	Thai	7.8	Some common directors
Pens Marketing and Distribution Co., Ltd.	Thai	7.0	Some common directors
SRP Nanasai Co., Ltd. ⁽²⁾	Thai	6.3	Some common directors
Molten (Thailand) Co., Ltd.	Thai	6.0	Some common directors are close member of the family of the Company's management
Sahapat Properties Co., Ltd.	Thai	5.8	Some common directors
Pattaya Manufacturing Co., Ltd.	Thai	5.3	Some common directors
People's Garment Plc.	Thai	5.3	Some common directors
Kenmin Foods (Thailand) Co., Ltd.	Thai	5.0	Some common directors
Thai Monster Co., Ltd.	Thai	5.0	Some common directors are close member of the family of the Company's management
Thai Wacoal Plc.	Thai	4.9	3.8% shareholding, some common directors
Thai Hoover Industry Co., Ltd.	Thai	4.8	Some common directors
Carbon Magic (Thailand) Co., Ltd.	Thai	4.2	Some common directors
Thai Arusu Co., Ltd.	Thai	4.2	Some common directors
The Mall Ratchasima Co., Ltd.	Thai	4.0	Some common directors are close member of the family of the Company's management
Ratchasima Shopping Complex Co., Ltd.	Thai	4.0	Some common directors are close member of the family of the Company's management
Thai Samsung Electronics Co., Ltd.	Thai	3.7	Some common directors
Sriracha Aviation Co., Ltd.	Thai	3.6	Some common directors
Thai Samsung Life Insurance Plc.	Thai	2.3	Some common directors
Thai Naxis Co., Ltd.	Thai	3.4	Some common directors
Thai President Foods Plc.	Thai	2.0	Some common directors
Newcity (Bangkok) Plc.	Thai	0.8	Some common directors are close member of the family of the Company's management
Cake & Bakery Co., Ltd.	Thai	-	Some common directors
Can Co., Ltd.	Thai	-	Some common directors
Koraj Watana Co., Ltd.	Thai	-	Some common directors
Sun and Sand Co., Ltd.	Thai	-	Some common directors
Mangkorn.1 2 Co., Ltd.	Thai	-	Some common directors

Name of entities	Country of incorporation/ nationality	Ownership interest (%)	Nature of relationships
Paknumpo Wattana Co., Ltd.	Thai	-	Some common directors
Maharachapreuk Co., Ltd.	Thai	-	Some common directors
Vira Law Office Co., Ltd.	Thai	-	Some common directors
Sukhatasana Co., Ltd.	Thai	-	Some common directors
Saha Asia Pacific Co., Ltd.	Thai	-	Some common directors are close member of the family of the Company's management
Intanin Chiangmai Co., Ltd.	Thai	-	Some common directors
Inter South Co., Ltd.	Thai	-	Some common directors
Eastern I.C.C. Co., Ltd.	Thai	-	Some common directors
Hair Service (Thai) Co., Ltd.	Thai	-	Some common directors are close member of the family of the Company's management
Lion Service Co., Ltd.	Thai	-	Indirect holding by Lion Corporation (Thailand) Co., Ltd.
International Curity Footwear Co., Ltd.	Thai	-	Some common directors
Daiohs (Thailand) Co., Ltd. ⁽¹⁾	Thai	-	Some common directors
S.T.(Thailand) Co.,Ltd.	Thai	-	Some common directors are close member of the family of the Company's management
International Commercial Coordination Co., Ltd.	Thai	-	Some common directors
Silver Rain Co., Ltd.	Thai	-	Some common directors
Sriracha BSC Bowling Co., Ltd. ⁽³⁾	Thai	-	Some common directors
J&P (Thailand) Co., Ltd.	Thai	9.0	Some common directors are close member of the family of the Company's management
BNC Real Estate Co., Ltd.	Thai	16.7	Some common directors are close member of the family of the Company's management
Thai One Mall Co., Ltd.	Thai	-	Some common directors
Saha Tokyu Corporation Company Limited	Thai	12.0	Some common directors
SSJ PTE LTD.	Singapore	-	Some common directors
Grand Star Industry Co., Ltd. ⁽⁶⁾	Thai	-	Some common directors

(1) Daiohs (Thailand) Co., Ltd. has been liquidated and dissolved on 22 March 2013.

(2) SRP Advertising Co., Ltd. has been merged with Thai Nanasai Co., Ltd. to be SRP Nanasai Co., Ltd. on 1 August 2013.

(3) Sriracha BSC Bowling Co., Ltd. has not been related since 29 November 2013.

(4) Five Star Plus Co., Ltd has been liquidated and dissolved on 9 July 2014.

(5) Thai Arai Co., Ltd. has been related since the third quarter of 2014.

(6) Grand Star Industry Co., Ltd. has been merged with Erawan Textile Co., Ltd. and dissolved on 26 November 2014.

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The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Sales of goods	Market price or contractually agreed prices
Interest income	At the rates of 4.50% - 7.00% per annum
Dividends income	According to the declaration
Other income	Market price or contractually agreed prices
Purchase of goods or receiving of services	Contractually agreed prices
Purchase/Sale of property, plant and equipment and investment property	Contractually agreed prices
Selling expenses	Market price
Other expenses	Market price or contractually agreed prices

Significant transactions for the years ended 31 December with related parties were as follows:

(in thousand Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
<i>For the years ended 31 December</i>	2014	2013	2014	2013
Subsidiaries				
Sales of goods	-	-	1,062	-
Sales of investment property	-	-	70,000	-
Other income	-	-	3,052	-
Associates				
Sales of goods	30,408	9,446	30,408	9,446
Dividend income	1,859	10,889	1,859	10,889
Other income	11,806	5,146	11,806	5,146
Purchases of goods	230,973	268,956	230,973	268,956
Selling expense	2,652	438	2,652	438
Other expense	909	2,457	909	2,457
Other related parties				
Sales of goods	367,505	377,427	367,505	377,427
Dividend income	313,607	368,969	313,607	368,969
Other income	74,422	68,233	74,422	68,233
Purchases of goods	6,194,591	6,617,134	6,194,591	6,617,134
Purchase of property, plant and equipment and investment property	97,689	272,294	97,689	272,294
Disposal of property, plant and equipment and investment property	-	326,574	-	326,574
Selling expense	578,286	599,644	578,286	599,644
Other expense	57,917	82,639	57,917	82,639

Notes to the financial statements

(in thousand Baht)

For the years ended 31 December	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
Key management personnel				
Short-term employee benefit	89,245	82,126	89,245	82,126
Long-term benefits	5,681	5,600	5,681	5,600
Total key management personnel compensation	94,926	87,726	94,926	87,726

Balances as at 31 December with related parties were as follows:

(in thousand Baht)

	Separate financial statements		Financial statements in which equity method is applied and Separated financial statement	
	2014		2013	
	Trade accounts receivable and accrued income	Trade accounts payable and accrued expenses	Trade accounts receivable and accrued income	Trade accounts payable and accrued expenses
Subsidiary				
Amis Du Monde SARL	623	-	-	-

(in thousand Baht)

	Consolidated and Separate financial statements		Financial statements in which equity method is applied and Separated financial statement	
	2014		2013	
	Trade accounts receivable and accrued income	Trade accounts payable and accrued expenses	Trade accounts receivable and accrued income	Trade accounts payable and accrued expenses
Associates				
Thai Itokin Co., Ltd.	11,302	103	11,568	41
SHOP Global (Thailand) Co., Ltd.	1,337	-	103	-
Canchana International Co., Ltd.	11,713	-	-	-
International Leather Fashion Co., Ltd.	160	30,997	-	24,554
Worldclass Rent a Car Co., Ltd.	-	50	-	8
Other related parties				
Thai Wacoal Plc.	1,861	408,344	44	337,447
Thanulux Plc.	173	229,030	-	170,918
People's Garment Plc.	1,268	129,995	2	114,408
Far East DDB Plc.	-	20,378	-	11,871
Saha Pathanapibul Plc.	534	10,463	462	11,883
S & J International Enterprise Plc.	2,287	3,325	8,039	4,093
Champ Ace Co., Ltd.	86	51,774	885	56,365
Lion Corporation (Thailand) Co., Ltd.	1,924	188,403	1,514	204,463
International Laboratories Co., Ltd.	2,772	123,265	2,066	122,613

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(in thousand Baht)

	Consolidated and Separate financial statements		Financial statements in which equity method is applied and Separated financial statement	
	2014		2013	
	Trade accounts receivable and accrued income	Trade accounts payable and accrued expenses	Trade accounts receivable and accrued income	Trade accounts payable and accrued expenses
Koraj Watana Co., Ltd.	4,575	-	3,399	-
Sun and Sand Co., Ltd.	4,927	128	5,671	684
The Mall Ratchasima Co., Ltd.	30,243	2	30,717	2
Thai Gunze Co., Ltd.	-	11,423	-	7,013
Tiger Distribution & Logistics Co., Ltd.	178	15,441	-	4,035
Better Way (Thailand) Co., Ltd.	5,826	-	5,545	-
Maharachapreuk Co., Ltd.	5,629	-	3,764	-
Sukhatasana Co., Ltd.	1	24,239	-	34,069
Inter South Co., Ltd.	11,293	-	13,852	-
Intanin Chiangmai Co., Ltd.	16,104	-	19,281	-
Eastern I.C.C. Co., Ltd.	4,485	188	3,522	119
Raja Uchino Co., Ltd.	2,174	20,363	10,335	21,012
Thai Arusu Co., Ltd.	-	57,701	-	34,375
Pattaya Manufacturing Co., Ltd.	755	42,303	351	32,307
E.P.F. Co., Ltd.	6,741	-	2,880	-
H & B Intertex Co., Ltd.	2,966	35,649	1,084	43,416
Total Way Image Co., Ltd.	-	12,608	-	13,276
S.T. (Thailand) Co., Ltd.	1,056	6,454	-	-
SRP Nanasai Co., Ltd.	-	37,621	-	7,449
SSJ PTE LTD.	7,867	-	-	-
Others (less than 4 million Baht)	10,195	11,769	8,959	6,668
Total	150,432	1,472,016	134,043	1,263,089

(in thousand Baht)

	Note	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
		2014	2014	2013
Trade accounts receivable	7	134,525	135,148	115,606
Accrued income		15,907	15,907	18,437
Total		150,432	151,055	134,043
Trade accounts payable	18	1,289,563	1,289,563	1,159,849
Accrued expenses		182,453	182,453	103,240
Total		1,472,016	1,472,016	1,263,089

Loans to related parties

(in thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013	2014	2013
Short-term loans						
Subsidiary						
WBRE Co., Ltd.	4.50	-	-	-	140,000	-
Other related parties						
Erawan Textile Co., Ltd.	4.75	4.50- 4.75	90,000	90,000	90,000	90,000
Issara United Co., Ltd.	6.75- 6.87	-	25,000	-	25,000	-
BNC Real Estate Co., Ltd.	6.75	-	30,000	-	30,000	-
			145,000	90,000	145,000	90,000
Long-term loans						
Other related party						
Issara United Co., Ltd.	-	7.00	-	10,000	-	10,000
Thai Itokin Co., Ltd.	5.00	-	18,800	-	18,800	-
			18,800	10,000	18,800	10,000

Movements during the years ended 31 December of loans to related parties were as follows:

(in thousand Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
Short-term loans				
Subsidiary				
At 1 January	-	-	-	-
Increase	-	-	140,000	-
At 31 December	-	-	140,000	-
Other related parties				
At 1 January	90,000	90,000	90,000	90,000
Increase	55,000	-	55,000	-
At 31 December	145,000	90,000	145,000	90,000
Long-term loans				
Other related parties				
At 1 January	10,000	10,000	10,000	10,000
Increase	18,800	-	18,800	-
Decrease	(10,000)	-	(10,000)	-
At 31 December	18,800	10,000	18,800	10,000

Other commitments

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2013
Guarantees for related parties	175,720	169,470

Rental area and related services agreements

The Company entered into rental area and related services agreements with several related parties companies. The company paid fees approximately at Baht 0.81 million per month, agreements had periods of 1-27 year and will be expired in 2027.

6 Cash and cash equivalents

(in thousand Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
Cash on hand	5,318	7,549	5,274	7,549
Cash at banks - current accounts	107,307	102,916	84,588	102,916
Cash at banks - saving accounts	100,739	55,429	100,739	55,429
Highly liquid short-term investments	400,000	-	400,000	-
Others	3,806	4,515	3,806	4,515
Total	617,170	170,409	594,407	170,409

As at 31 December 2014, The Company has fixed deposit receipt with maturity period less than 3 months issued by financial institutions with interest rates between 2.00-2.50% per annum, which was recorded as highly liquid short-term investments.

The currency denomination of cash and cash equivalents as at 31 December was as follows:

(in thousand Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
Thai Baht (THB)	599,165	170,073	594,205	170,073
Euro (EUR)	17,843	169	40	169
Others	162	167	162	167
Total	617,170	170,409	594,407	170,409

7 Trade accounts receivable

(in thousand Baht)

	Note	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
		2014	2014	2013
Related parties	5	134,525	135,148	115,606
Other parties		1,533,431	1,533,431	1,766,294
Total		1,667,956	1,668,579	1,881,900
Less allowance for doubtful accounts		(25,970)	(25,970)	(29,535)
Net		1,641,986	1,642,609	1,852,365
Bad and doubtful debts expense for the year		(383)	(383)	3,639
Reversal of bad debt and doubtful accounts for the year		(80)	(80)	(60)

Aging analyses for trade accounts receivable were as follows:

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Related parties			
Within credit terms	78,818	78,818	69,773
Overdue :			
Less than 1 month	40,874	40,874	35,716
1 - 3 months	5,345	5,818	10,117
4 - 12 months	3,740	3,836	-
Over 12 months	5,748	5,802	-
	134,525	135,148	115,606
Other parties			
Within credit terms	1,400,141	1,400,141	1,591,777
Overdue :			
Less than 1 month	50,010	50,010	75,310
1 - 3 months	31,817	31,817	42,998
4 - 12 months	27,929	27,929	23,967
Over 12 months	23,534	23,534	32,242
	1,533,431	1,533,431	1,766,294
Less allowance for doubtful accounts	(25,970)	(25,970)	(29,535)
	1,507,461	1,507,461	1,736,759
Net	1,641,986	1,642,609	1,852,365

The normal credit terms granted by the Company range from 30 days to 90 days.

The Group's and the Company's trade accounts receivable as at 31 December 2014 and 2013 were denominated entirely in Thai Baht.

Notes to the financial statements

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8 Short-term loans

(in thousand Baht)

	Note	Interest rate (% per annum)		Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
		2014	2013	2014	2013	2014	2013
Related parties	5	4.50- 6.87	4.50- 4.75	145,000	90,000	285,000	90,000
Other parties		-	7.00	69,979	150,000	69,979	150,000
Total				214,979	240,000	354,979	240,000
Less allowance for doubtful accounts				(69,979)	(75,000)	(69,979)	(75,000)
Net				145,000	165,000	285,000	165,000

The Group's and the Company's short-term loans as at 31 December 2014 and 2013 were denominated entirely in Thai Baht.

The Company had loans to Siam Zokei Co., Ltd. ("Siam Zokei") in 2008, totaling Baht 150 million with interest rate at 7% per annum. This loan was guaranteed by a local company with the original title deeds owned by Siam Zokei Co., Ltd. and by the guaranteed company totaling two plots of land in Phuket province, with total area of 17 rai, 1 ngarn and 79.7 square wah, as its collateral. However, Siam Zokei Co., Ltd. could not repay this loan to the Company. The Company had pursued litigation against Siam Zokei Co., Ltd. Moreover, the Company filed a petition to the Court which approved to seize the properties of Siam Zokei Co., Ltd.

During 2010 - 2012, these properties had been sold at bidding price total approximately Baht 168.70 million and are awaiting for payment in accordance with the Court process. There were other creditors of Siam Zokei Co., Ltd. asking for distribution of these Siam Zokei's properties in this litigation case. However, if the money gained from the sales by auction is not enough for debt payment, the Company has the right to further file the law suit to the above mentioned guarantor.

During the year 2013, the Company asked the Court for distribution of Siam Zokei's properties and was on the fact finding process. Then during the year 2014, the Court has finalized for distribution and the Company received money from distribution with the total amount of Baht 80.02 million. Moreover, there remain properties that had been sold at bidding price and are waiting for payment in accordance with the Court process and the Court execution officer. However, the remain outstanding balance of Baht 69.98 million was completely set up allowance of doubtful.

9 Inventories

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Inventories on trading			
- Finished goods	1,292,491	1,289,406	1,392,139
- Sale by retailers	2,540,013	2,540,013	2,677,710
- Goods in transit	36,152	36,152	37,582
Total	3,868,656	3,865,571	4,107,431
Less allowance for decline in value	(28,164)	(28,164)	(30,484)
Inventories on trading - net	3,840,492	3,837,407	4,076,947
Real estate awaiting for sale - Condominium	22,535	22,535	22,535
Total	3,863,027	3,859,942	4,099,482

Notes to the financial statements

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Inventories recognised as an expense in 'cost of sales of goods':			
- Cost	7,362,767	7,352,730	8,067,336
- Write-down to net realisable value	75,024	75,024	114,231
- Reversal of write-down	(2,320)	(2,320)	(8,431)
Net	7,435,471	7,425,434	8,173,136

10 Real estate projects under development

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Costs	152,971	-	-
Allowance for foreseeable losses	-	-	-
Total	152,971	-	-

11 Other investments

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2013
Available-for-sale investments		
Equity securities available for sale	5,710,162	5,358,539
Other long-term investments		
Other non-marketable equity securities	2,034,528	1,966,094
Other debt securities held to maturity	65,000	65,000
	2,099,528	2,031,094
Less allowance for impairment	(298,512)	(326,930)
Net	1,801,016	1,704,164

Movements during the years of marketable equity securities for the year ended 31 December were as follows:

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2013
Available-for-sale investments		
At 1 January	5,358,539	6,595,799
Purchases during the year	34,323	6,883
Sale during the year	-	(3,546)
Valuation adjustment	317,300	(1,187,914)
Allowance for impairment	-	(52,683)
At 31 December	5,710,162	5,358,539

12 Investments in equity-accounted investees

(in thousand Baht)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
Associates				
At 1 January	352,026	268,784	336,586	215,986
Share of net profits (loss) of equity-accounted	(49,684)	(26,469)	-	-
Acquisitions	43,350	120,600	43,350	120,600
Dividend income	(1,858)	(10,889)	-	-
Allowance for decline in value of investment	(18,606)	-	(18,606)	-
At 31 December	325,228	352,026	361,330	336,586

During the year ended 31 December 2014 there were the following acquisitions and disposals of investments in equity accounted investees:

Acquisitions

On 20 June 2014, the Company made an additional investment of Boon Capital Holding Co., Ltd. of Baht 30.40 million (3.04 million shares, Baht 10 per share), bringing the Company's ownership in Boon Capital holding Co., Ltd. remain the same.

On 26 May 2014, the Company made a new investment in 49% of the issued and paid up capital of Nanan Cambo Solution Co., Ltd., incorporated in Cambodia of Baht 6.47 million.

On 17 March 2014, the Company made a new investment in 40% of the issued and paid up capital of Canchana International Co., Ltd., incorporated in Cambodia of Baht 0.06 million and On 25 April 2014, the Company made an additional investment of Canchana International Co., Ltd. of Baht 6.41 million, totaling Baht 6.47 million.

Investments in equity-accounted investees as at 31 December 2014 in the consolidated and separate financial statements and as at 31 December 2013 in the financial statements in which equity method is applied and separate financial statements, and dividend income from those investments for the year ended 31 December 2014 in the consolidated and separate financial statements and 2014 in the financial statements in which equity method is applied and separate financial statements were as follows:

(in thousand Baht)

	Type of business	Country of incorporation	Ownership interest (%)		Paid-up capital		Cost		Allowance for impairment		At Cost - Net		Equity		Dividend income	
			2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Associates																
	Worldclass Rent a Car Co., Ltd.	Thai	25.00	25.00	380,000	380,000	93,682	93,682	-	-	93,682	93,682	110,331	132,403	738	7,389
	Thai Itokin Co., Ltd.	Thai	27.90	27.90	100,000	100,000	29,532	29,532	(23,562)	(4,956)	5,970	24,576	-	25,967	-	-
	International Leather Fashion Co., Ltd.	Thai	28.00	28.00	50,000	50,000	21,728	21,728	-	-	21,728	21,728	37,747	36,920	1,120	3,500
	Issara United Co., Ltd.	Thai	25.00	25.00	80,000	80,000	20,000	20,000	-	-	20,000	20,000	16,989	-	-	-
	Development															
	Boon Capital Holding Co., Ltd.	Thai	32.00	32.00	175,000	175,000	86,400	86,400	-	-	86,400	56,000	86,230	55,912	-	-
	SHOP Global (Thailand) Co., Ltd.	Thai	30.00	30.00	402,000	402,000	120,600	120,600	-	-	120,600	120,600	59,437	100,824	-	-
	Canchana International Co., Ltd.	Cambodia	40.00	-	16,202	-	6,475	-	-	-	6,475	-	8,019	-	-	-
	Nanan Cambo Solution Co., Ltd.	Cambodia	49.00	-	12,960	-	6,475	-	-	-	6,475	-	6,475	-	-	-
	property															
Net							384,892	341,542	(23,562)	(4,956)	361,330	336,586	325,228	352,026	1,858	10,889

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The following summarised financial information on equity-accounted investees is not adjusted for the percentage ownership held by the Group

(in thousand Baht)

	Reporting date	Ownership interest (%)	Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities	Total revenues	Total expenses	Net profit/ (loss)
2014											
Worldclass Rent a Car Co., Ltd.	31 December	25.00	400,164	2,452,491	2,852,655	1,111,263	1,332,045	2,443,308	885,674	951,887	(66,213)
Thai Itokin Co., Ltd.	31 December	27.90	86,529	13,008	99,537	162,495	6,273	168,768	239,464	367,619	(128,155)
International Leather Fashion Co., Ltd.	31 December	28.00	120,637	47,777	168,414	24,789	8,816	33,605	311,306	302,655	8,651
Issara United Co., Ltd.	31 December	25.00	1,439,047	5,338	1,444,385	1,085,514	290,916	1,376,430	572,704	471,139	101,565
Boon Capital Holding Co., Ltd.	31 December	32.00	2,324	267,156	269,480	10	-	10	9	263	(254)
SHOP Global (Thailand) Co., Ltd.	31 December	30.00	84,084	127,464	211,548	13,423	-	13,423	51,893	189,848	(137,955)
Canchana International Co., Ltd.	31 December	40.00	28,569	3,451	32,020	11,953	-	11,953	28,594	24,669	3,925
Nanan Cambo Solution Co., Ltd.	31 December	49.00	3,182	9,639	12,821	-	-	-	227	644	(417)
Total			2,164,536	2,926,324	5,090,860	2,409,447	1,638,050	4,047,497	2,089,871	2,308,724	(218,853)
2013											
Worldclass Rent a Car Co., Ltd.	31 December	25.00	325,069	2,549,402	2,874,471	1,094,484	1,301,627	2,396,111	891,700	883,566	8,134
Thai Itokin Co., Ltd.	31 December	27.90	197,227	13,788	211,015	144,550	7,542	152,092	295,251	294,168	1,083
International Leather Fashion Co., Ltd.	31 December	28.00	111,574	51,966	163,540	24,363	7,137	31,500	365,699	357,633	8,066
Issara United Co., Ltd.	31 December	25.00	894,347	11,476	905,823	447,922	491,423	939,345	1,217	61,031	(59,814)
Boon Capital Holding Co., Ltd.	31 December	32.00	434	174,300	174,734	10	-	10	12	13	(1)
SHOP Global (Thailand) Co., Ltd.	31 December	30.00	258,830	112,884	371,714	35,634	-	35,634	3,937	69,857	(65,920)
Total			1,787,481	2,913,816	4,701,297	1,746,963	1,807,729	3,554,692	1,557,816	1,666,268	(108,452)

13 Investments in subsidiaries

(in thousand Baht)

	Separate financial statements	
	2014	2013
At 1 January	-	-
Acquisitions	90,956	-
At 31 December	90,956	-

Investment in WBRE Co., Ltd.

On 10 March 2014, the Company invested in WBRE Co., Ltd. which was incorporated in Thailand with an authorised share capital of Baht 50 million and issued 500,000 ordinary shares at its par value of Baht 100 each. The first installment for the original shares was at Baht 60 per share. On 25 April 2014, the Company paid up for the remaining original share capital at Baht 40 per share.

Investment in Amis Du Monde SARL

On 20 February 2014, the Company invested in Amis Du Monde SARL which was incorporated in France, with an authorised share capital of Euro 1.2 million (120,000 shares at Euro 10.0 par value). The first paid up for original shares was at Euro 5.0 per share. Then the Company subscribed for the remaining original share capital each at Euro 2.5 per share on 28 August 2014 and 10 December 2014, respectively.

Investments in subsidiaries as at 31 December 2014 and 2013 and dividend income from those investments for the year then ended were as follows:

(in thousand Baht)

	Type of business	Separate financial statements											
		Ownership interest (%)		Paid-up capital		Cost		Impairment		At cost-net		Dividend income	
		2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
<i>Subsidiaries</i>													
Amis Du Monde SARL	Trading	81.9	-	52,785	-	40,957	-	-	-	40,957	-	-	-
WBRE Co., Ltd.	Property	99.9	-	50,000	-	49,999	-	-	-	49,999	-	-	-
	Development												
Total						90,956	-	-	-	90,956	-	-	-

Amis Du Monde SARL was incorporated in France.

WBRE Co., Ltd. was incorporated in Thailand.

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14 Investment properties

(in thousand Baht)

	Consolidated financial statements / Financial statements in which equity method is applied / Separate financial statements								
	At 1 January 2013	Additions	Transfers	Disposals	At 31 December 2013	Additions	Transfers	Disposals	At 31 December 2014
Cost									
Land	993,296	152,210	-	(121,530)	1,023,976	1,122	-	(43,735)	981,363
Infrastructure development cost	8,105	-	-	-	8,105	-	-	-	8,105
Buildings	284,454	189,181	(1,850)	(116,640)	355,145	584	-	(43,774)	311,955
Furniture and fixtures	7,356	-	-	-	7,356	-	-	-	7,356
Total cost	1,293,211	341,391	(1,850)	(238,170)	1,394,582	1,706	-	(87,509)	1,308,779
Less accumulated depreciation	(138,508)	(7,314)	-	14,784	(131,038)	(8,864)	-	7,478	(132,424)
Balance	1,154,703	334,077	(1,850)	(223,386)	1,263,544	(7,158)	-	(80,031)	1,176,355
Less allowance for impairment loss	(189,075)	(8,837)	-	-	(197,912)	-	-	36,843	(161,069)
Investment properties - net	965,628	325,240	(1,850)	(223,386)	1,065,632	(7,158)	-	(43,188)	1,015,286

Investment properties were revalued as at 31 December 2014 by independent valuers, at open market values on an existing use basis. The appraised value was Baht 1,553 million (2013: Baht 1,582 million).

15 Property, plant and equipment

(in thousand Baht)

	Consolidated financial statements / Financial statements in which equity method is applied								
	At 1 January 2013	Additions	Transfers	Disposals	At 31 December 2013	Additions	Transfers	Disposals	At 31 December 2014
Cost									
Land	1,665,327	-	240	-	1,665,567	134,000	-	(1,354)	1,798,213
Buildings and improvements	727,374	15,807	1,610	(12,783)	732,008	8,063	-	(1,139)	738,932
Office equipment and vehicles	750,603	69,079	-	(48,516)	771,166	74,444	-	(11,174)	834,436
Furniture and fixtures	796,334	102,247	-	(9,621)	888,960	85,090	-	(1,673)	972,377
Construction in progress	-	7,004	-	-	7,004	35,779	-	-	42,783
Total cost	3,939,638	194,137	1,850	(70,920)	4,064,705	337,376	-	(15,340)	4,386,741
Accumulated depreciation									
Buildings and improvements	(501,136)	(25,413)	-	4,852	(521,697)	(16,021)	-	901	(536,817)
Office equipment and vehicles	(625,989)	(52,095)	-	40,492	(637,592)	(55,437)	-	11,116	(681,913)
Furniture and fixtures	(560,503)	(77,612)	-	9,561	(628,554)	(83,457)	-	1,102	(710,909)
Total accumulated depreciation	(1,687,628)	(155,120)	-	54,905	(1,787,843)	(154,915)	-	13,119	(1,929,639)
Property, plant and equipment - net	2,252,010	39,017	1,850	(16,015)	2,276,862	182,461	-	(2,221)	2,457,102

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2014 amounted to Baht 1,416 million (2013 : Baht 1,323 million).

(in thousand Baht)

	Separate financial statements								
	At 1 January 2013	Additions	Transfers	Disposals	At 31 December 2013	Additions	Transfers	Disposals	At 31 December 2014
Cost									
Land	1,665,327	-	240	-	1,665,567	134,000	-	(1,354)	1,798,213
Buildings and improvements	727,374	15,807	1,610	(12,783)	732,008	8,063	-	(1,139)	738,932
Office equipment and vehicles	750,603	69,079	-	(48,516)	771,166	64,613	-	(11,174)	824,605
Furniture and fixtures	796,334	102,247	-	(9,621)	888,960	85,090	-	(1,673)	972,377
Construction in progress	-	7,004	-	-	7,004	35,779	-	-	42,783
Total cost	3,939,638	194,137	1,850	(70,920)	4,064,705	327,545	-	(15,340)	4,376,910
Accumulated depreciation									
Buildings and improvements	(501,136)	(25,413)	-	4,852	(521,697)	(16,021)	-	901	(536,817)
Office equipment and vehicles	(625,989)	(52,095)	-	40,492	(637,592)	(53,387)	-	11,116	(679,863)
Furniture and fixtures	(560,503)	(77,612)	-	9,561	(628,554)	(83,457)	-	1,102	(710,909)
Total accumulated depreciation	(1,687,628)	(155,120)	-	54,905	(1,787,843)	(152,865)	-	13,119	(1,927,589)
Property, plant and equipment - net	2,252,010	39,017	1,850	(16,015)	2,276,862	174,680	-	(2,221)	2,449,321

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at 31 December 2014 amounted to Baht 1,416 million (2013 : Baht 1,323 million).

16 Other non-current assets

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Intangible assets	8,912	8,242	9,039
Leasehold	32,696	32,696	37,621
Deposits and guarantees	166,158	166,158	153,863
Loan to employees and others	5,314	5,314	8,569
Accounts receivable from leasehold	14,250	14,250	28,500
Advance for investment in subsidiary	-	-	22,066
Other	9,528	6,705	7,302
Total	236,858	233,365	266,960

During the year 2013, the Company sold leasehold amounting to Baht 57 million and the buyer agreed to pay the installation as annually amounting to Baht 14.25 million. The payment will be ended in the year 2016.

Intangible assets

(in thousand Baht)

	Consolidated financial statements / Financial statements in which equity method is applied						
	At 1 January 2013	Additions	Disposals	At 31 December 2013	Additions	Disposals	At 31 December 2014
Cost							
Trade mark	22,966	-	-	22,966	896	-	23,862
License data base of customer	7,845	-	-	7,845	-	-	7,845
Software under development	-	-	-	-	1,409	-	1,409
Total cost	30,811	-	-	30,811	2,305	-	33,116
Accumulated amortisation							
Trade mark	(16,796)	(2,297)	-	(19,093)	(1,648)	-	(20,741)
License data base of customer	(1,895)	(784)	-	(2,679)	(784)	-	(3,463)
Total accumulated amortisation	(18,691)	(3,081)	-	(21,772)	(2,432)	-	(24,204)
Intangible assets - net	12,120	(3,081)	-	9,039	(127)	-	8,912

(in thousand Baht)

	Separate financial statements						
	At 1 January 2013	Additions	Disposals	At 31 December 2013	Additions	Disposals	At 31 December 2014
Cost							
Trade mark	22,966	-	-	22,966	-	-	22,966
License data base of customer	7,845	-	-	7,845	-	-	7,845
Software under development	-	-	-	-	1,409	-	1,409
Total cost	30,811	-	-	30,811	1,409	-	32,220
Accumulated amortisation							
Trade mark	(16,796)	(2,297)	-	(19,093)	(1,422)	-	(20,515)
License data base of customer	(1,895)	(784)	-	(2,679)	(784)	-	(3,463)
Total accumulated amortisation	(18,691)	(3,081)	-	(21,772)	(2,206)	-	(23,978)
Intangible assets - net	12,120	(3,081)	-	9,039	(797)	-	8,242

Leasehold

(in thousand Baht)

	Consolidated financial statements / Financial statements in which equity method is applied / Separate financial statements						
	At 1 January 2013	Additions	Disposals	At 31 December 2013	Additions	Disposals	At 31 December 2014
Cost							
Land	17,397	-	-	17,397	-	-	17,397
Building	37,108	-	-	37,108	-	-	37,108
Building space in the shopping center	167,564	-	(50,094)	117,470	-	-	117,470
Total cost	222,069	-	(50,094)	171,975	-	-	171,975
Accumulated depreciation							
Land	(15,930)	(261)	-	(16,191)	(261)	-	(16,452)
Building	(27,300)	(1,304)	-	(28,604)	(1,305)	-	(29,909)
Building space in the shopping center	(99,893)	(5,028)	15,362	(89,559)	(3,359)	-	(92,918)
Total accumulated amortisation	(143,123)	(6,593)	15,362	(134,354)	(4,925)	-	(139,279)
Leasehold - net	78,946	(6,593)	(34,732)	37,621	(4,925)	-	32,696

17 Deferred tax

Deferred tax assets and liabilities as at 31 December were as follows:

(in thousand Baht)

	Consolidated and separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2013
Deferred tax assets	758,661	726,957
Deferred tax liabilities	(816,966)	(752,361)
Net	(58,305)	(25,404)

Movements in total deferred tax assets and liabilities during the year were as follows:

(in thousand Baht)

	At 1 January 2014	Consolidated and Separate financial statements (Charged) / Credited to:			At 31 December 2014
		Profit or loss	Other comprehensive income	Equity	
Deferred tax assets					
Accounts receivable	5,907	(713)	-	-	5,194
Inventories	6,097	(464)	-	-	5,633
Gross profit for allowance return of inventory	508,758	(33,036)	-	-	475,722
Other long-term investments	70,851	1,592	-	-	72,443
Investment properties	39,582	(7,368)	-	-	32,214
Property, plant and equipment	-	62,504	-	-	62,504
Provisions	95,762	9,189	-	-	104,951
Total	726,957	31,704	-	-	758,661

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(in thousand Baht)

	At 1 January 2014	Consolidated and Separate financial statements (Charged) / Credited to:			At 31 December 2014
		Profit or loss	Other comprehensive income	Equity	
<i>Deferred tax liabilities</i>					
Marketable securities	(749,000)	-	(63,460)	-	(812,460)
Property, plant and equipment	(3,361)	(1,145)	-	-	(4,506)
Total	(752,361)	(1,145)	(63,460)	-	(816,966)
Net	(25,404)	30,559	(63,460)	-	(58,305)

(in thousand Baht)

	At 1 January 2013	Financial statements in which equity method is applied and Separate financial statements (Charged) / Credited to:			At 31 December 2013
		Profit or loss	Other comprehensive income	Equity	
<i>Deferred tax assets</i>					
Accounts receivable	6,770	(863)	-	-	5,907
Inventories	7,783	(1,686)	-	-	6,097
Gross profit for allowance return of inventory	594,076	(85,318)	-	-	508,758
Other long-term investments	70,261	590	-	-	70,851
Investment properties	37,815	1,767	-	-	39,582
Provisions	85,562	10,200	-	-	95,762
Total	802,267	(75,310)	-	-	726,957
<i>Deferred tax liabilities</i>					
Marketable securities	(986,583)	-	237,583	-	(749,000)
Property, plant and equipment	(2,216)	(1,145)	-	-	(3,361)
Total	(988,799)	(1,145)	237,583	-	(752,361)
Net	(186,532)	(76,455)	237,583	-	(25,404)

18 Trade accounts payable

(in thousand Baht)

	Note	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
		2014	2014	2013
Related parties	5	1,289,563	1,289,563	1,159,849
Other parties		55,668	55,573	75,754
Total		1,345,231	1,345,136	1,235,603

The currency denomination of trade accounts payable as at 31 December was as follows:

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Thai Baht (THB)	1,328,971	1,328,876	1,214,489
United States Dollars (USD)	14,833	14,833	19,309
Japanese Yen (JPY)	1,301	1,301	1,805
Euro (EUR)	126	126	-
Total	1,345,231	1,345,136	1,235,603

19 Employee benefit obligations

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2013
<i>Statement of financial position for:</i>		
Defined benefit obligations	524,754	478,811
<i>For the year ended 31 December Statement of comprehensive income:</i>		
<i>Recognised in profit or loss:</i>		
Defined benefit obligations	45,943	51,003

Compensation plan based on Thai Labour Law

The Company operate a defined benefit pension plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

Movement in the present value of the defined benefit obligations

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separated financial statements
	2014	2013
Defined benefit obligations at 1 January	478,811	427,808
Current service costs and interest	71,609	60,579
Benefits paid by the plan	(25,666)	(9,576)
Defined benefit obligations at 31 December	524,754	478,811

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Expense recognised in profit or loss (note 25)

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separated financial statements
	2014	2013
Current service costs and interest	71,609	60,579
Benefits paid by the plan	(25,666)	(9,576)
Total	45,943	51,003

The expense is recognised in the following line items in the statement of comprehensive income:

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separated financial statements
	2014	2013
Selling expenses	21,104	12,865
Administrative expenses	24,839	38,138
Total	45,943	51,003

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

(percent)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separated financial statements
	2014	2013
Discount rate	3.71	3.71
Future salary increases	3.00 - 7.00	3.00 - 7.00

20 Share capital

(thousand shares / thousand Baht)

	Par value per share (in Baht)	Consolidated and Separate financial statements		Financial statements in which equity method is applied and Separated financial statements	
		2014		2013	
		Number	Baht	Number	Baht
Authorised					
At 1 January					
- ordinary shares	1	500,000	500,000	500,000	500,000
At 31 December					
- ordinary shares	1	500,000	500,000	500,000	500,000
Issued and paid-up					
At 1 January					
- ordinary shares	1	290,634	290,634	290,634	290,634
At 31 December					
- ordinary shares	1	290,634	290,634	290,634	290,634

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

21 Reserves

Reserves comprise appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

General reserve

The Company distributed a general reserve equal to 10% of profit for the each year in order for the company has strength on general reserve base to be maintain stability and increase the Shareowner's wealth.

Other components of equity

Currency translation differences

The currency translation differences account within equity comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as from the translation of liabilities that hedge the Company's net investment in a foreign operation.

Fair value changes in available-for-sale investments

The fair value change in available-for-sale investments account within equity comprises the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised or impaired.

22 Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

The business operation involves 3 principal segments; Cosmetics toiletries & perfumeries, Women's apparel and Men's apparel. Segment performance is considered by using the measure operating profit in the financial statements. The Company has not report segment assets and segment liabilities due to the management believe that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Information about reportable segments

(in million Baht)

For the year ended 31 December	Cosmetics toiletries & perfumeries		Women's apparel		Men's apparel		Total reportable segments		Others		Total		Elimination of inter-segment revenue		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Revenue from sale of goods	1,387	1,545	3,701	4,021	3,253	3,725	8,341	9,291	3,693	4,038	12,034	13,329	(1)	-	12,033	13,329
Segment operating profit	181	196	416	436	256	358	853	990	129	142	982	1,132	-	-	982	1,132
Other income															530	605
Unallocated expenses															(860)	(913)
Share of profit (loss) of equity -accounted investees															(50)	(26)
Profit before tax															602	798

The Group is managed and operated principally in Thailand. There are no material revenues derived from, or assets located in foreign countries. The Group has no major customer.

23 Selling expenses

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Distribution	1,387,666	1,387,666	1,581,909
Personnel	1,294,636	1,289,889	1,421,757
Marketing	432,538	432,538	498,673
Total	3,114,840	3,110,093	3,502,339

24 Administrative expenses

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Personnel	787,296	787,296	804,581
Office management	573,488	572,252	620,521
Loss from foreign exchange rate	-	-	456
Total	1,360,784	1,359,548	1,425,558

25 Employee benefit expense

(in thousand Baht)

	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2014	2013
Wages and salaries	1,865,307	1,860,560	2,021,443
Pension costs – defined benefit plans	45,943	45,943	51,003
Pension costs – defined contribution plans	22,954	22,954	23,557
Others	109,453	109,453	91,764
Total	2,043,657	2,038,910	2,187,767

Defined benefit plans

Details of the defined benefit plans are given in note 19.

Defined contribution plans

The defined contribution plans comprise provident funds established by the Company for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates of 3% of their basic salaries and by the Company at rates of 3% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

Notes to the financial statements

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26 Expenses by nature

The statement of income included an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

(in thousand Baht)

	Note	Consolidated financial statements	Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
		2014	2014	2013
Purchase of finished goods		7,198,269	7,187,325	7,771,162
Changes in inventories of finished goods		237,202	238,109	401,974
Personal expenses	25	2,043,657	2,038,910	2,187,767
Advertising costs and promotional expense		452,595	452,595	522,055
Rental and service expenses		349,940	349,940	327,607
Depreciation and amortisation expenses	14, 15, 16	171,301	168,860	172,109
Transportation expenses		133,374	133,374	133,576
Others		1,324,757	1,325,962	1,584,783
Total		11,911,095	11,895,075	13,101,033

27 Income tax expense

Income tax recognised in profit or loss

(in thousand Baht)

	Note	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
		2014	2013	2014	2013
Current tax expense					
Current year		54,886	22,910	54,886	22,910
Adjustment for prior years		34,821	14,498	34,821	14,498
		89,707	37,408	89,707	37,408
Deferred tax expense					
Movements in temporary differences	17	(30,559)	76,455	(30,559)	76,455
		59,148	113,863	59,148	113,863

Income tax recognised in other comprehensive income

(in thousand Baht)

	Consolidated financial statements and Separate financial statements			Financial statements in which equity method is applied and Separate financial statements		
	2014			2013		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Available-for-sale financial assets	317,300	(63,460)	253,480	(1,187,914)	237,583	(950,331)
Total	317,300	(63,460)	253,480	(1,187,914)	237,583	(950,331)

Reconciliation of effective tax rate

	Consolidated financial statements		Financial statements in which equity method is applied	
	2014		2013	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		602		798
Income tax using the Thai corporation tax rate	20	120	20	160
Difference in effective tax rate of share of profit				
(loss) of equity-accounted investees		19		7
Income not subject to tax		(66)		(78)
Effect from income and expense recognised between accounting and tax		(49)		11
Adjustment for prior years		35		14
Total	10	59	14	114

	Separate financial statements			
	2014		2013	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		697		836
Income tax using the Thai corporation tax rate	20	139	20	167
Income not subject to tax		(66)		(78)
Effect from income and expense recognised between accounting and tax		(49)		11
Adjustment for prior years		35		14
Total	8	59	14	114

Income tax reduction

Royal Decree No. 530 B.E. 2554 dated 21 December 2011 grants a reduction in the corporate income tax rate for the three accounting periods 2012, 2013 and 2014; from 30% to 23% for the accounting period 2012 which begins on or after 1 January 2012 and to 20% for the following two accounting periods 2013 and 2014 which begin on or after 1 January 2013 and 2014, respectively. Royal Decree No. 577 B.E. 2557 dated 10 November 2014 extends the reduction to 20% for the accounting period 2015 which begins on or after 1 January 2015.

The Group has applied the reduced tax rate of 20% in measuring deferred tax assets and liabilities as at 31 December 2014 and 2013 in accordance with the clarification issued by the FAP in 2012.

28 Earnings per share*Basic earnings per share*

The calculations of basic earnings per share for the years ended 31 December 2014 and 2013 were based on the profit for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years as follows:

(in thousand Baht / in thousand shares)

	Consolidated financial statements	Financial statements in which equity method is applied	Separate financial statements	
	2014	2013	2014	2013
Profit attributable to ordinary shareholders of the Company	545,186	684,547	637,564	721,905
Number of ordinary shares outstanding	290,634	290,634	290,634	290,634
Basic earnings per share (in Baht)	1.88	2.36	2.19	2.48

29 Dividends

At the annual general meeting of the shareholders of the Company held on 21 April 2014, the shareholders approved the appropriation of dividend of Baht 1.20 per share, amounting to Baht 348.76 million and general reserve 10% of income for the year 2013, amounting to Baht 72.19 million. The dividend was paid on 20 May 2014.

At the annual general meeting of the shareholders of the Company held on 22 April 2013, the shareholders approved the appropriation of dividend of Baht 1.25 per share, amounting to Baht 363.29 million and general reserve 10% of income for the year 2012, amounting to Baht 96.89 million. The dividend was paid on 21 May 2013.

30 Financial instruments

Financial risk management policies

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Company does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Company. The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved.

Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

Interest rate risk

The interest rate risk arises from the fluctuation of the market rate which has affected business performance and cash flow. Hence, the Company's financial data mostly bear the interest rate adjusted according to the market interest rate.

Foreign currency risk

Due to the very small number of foreign trade debtors and creditors, the Company then has not entered into the forward exchange contracts for hedging such exchange risk as the risk is immaterial.

Credit risk

Due to the cautious policy in providing credit facilities with strictly-controlled debt follow up and that most of the debtors have long relationship with the Company, no significant loss from debt collection is expected. As of 31 December 2014 and 2013, the Company has reserved for doubtful accounts amounting to Baht 26.0 million and Baht 29.5 million equivalent to

1.56% and 1.57% of trade accounts and notes receivable respectively. However, due to the large number of parties comprising the Group's customer base, Management does not anticipate material losses from its debt collection.

Liquidity risk

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows.

Determination of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The fair value of trade and other short-term receivables is taken to approximate the carrying value.

The fair value of investments in equity and debt securities, which are held for trading, held to maturity and available for sales, is determined by reference to their quoted bid price at the reporting date. The fair value of held-to-maturity investments is determined for disclosure purposes only.

Fair values of financial assets, together with the carrying values shown in the balance sheets at 31 December were as follows:

(in thousand Baht)

	Consolidated and Separate financial statements		Financial statements in which equity method is applied and Separate financial statements	
	2014		2013	
	Fair value	Carrying Value	Fair value	Carrying Value
Non-current				
Debt securities held to maturity	66,966	65,000	66,319	65,000
Equity securities available for sale	5,710,162	1,700,546	5,358,539	1,666,223
	5,777,128	1,765,546	5,424,858	1,731,223

31 Commitments with non-related parties

(in thousand Baht)

	Consolidated and Separate financial statements	Financial statements in which equity method is applied and Separate financial statements
	2014	2013
Non-cancellable operating lease commitments		
Within one year	52,675	59,108
After one year but within five years	32,583	24,588
After five years	4,440	3,685
Total	89,698	87,381
Other commitments		
Unused bank overdraft	246,000	266,000
Unused bank credit facilities	3,131,670	3,149,480
Unused letters of credit for goods	272,020	275,521
Bank guarantees	3,708	3,901
Total	3,653,398	3,694,902

Rental area and related services agreements

The Company entered into rental area and related services agreements with many domestic companies. The company had paid monthly fees 2,200 -701,344 per month for agreements had periods of 1-29 years and will be expired in 2024.

32 Events after the reporting period

At the Board of directors' meeting of the Company held on 24 February 2015, approved the appropriation of dividend from the income for the year 2014 of Baht 1.05 per share, amounting to Baht 305.17 million and general reserve 10% of income for the year 2014, amounting to Baht 63.76 million. The dividend will be paid to shareholders during the year 2015.

33 Thai Financial Reporting Standards (TFRS) not yet adopted

A number of new and revised TFRS have been issued but are not yet effective and have not been applied in preparing these financial statements. Those new and revised TFRS that may be relevant to the Group's operations, which become effective for annual financial periods beginning on or after 1 January in the year indicated, are set out below. The Group does not plan to adopt these TFRS early.

TFRS	Topic	Year effective
TAS 1 (revised 2014)	Presentation of Financial Statements	2015
TAS 2 (revised 2014)	Inventories	2015
TAS 7 (revised 2014)	Statement of Cash Flows	2015
TAS 8 (revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors	2015
TAS 10 (revised 2014)	Events after the Reporting Period	2015
TAS 11 (revised 2014)	Construction Contracts	2015
TAS 12 (revised 2014)	Income Taxes	2015
TAS 16 (revised 2014)	Property, Plant and Equipment	2015

TFRS	Topic	Year effective
TAS 17 (revised 2014)	Leases	2015
TAS 18 (revised 2014)	Revenue	2015
TAS 19 (revised 2014)	Employee Benefits	2015
TAS 21 (revised 2014)	The Effects of Changes in Foreign Exchange Rates	2015
TAS 23 (revised 2014)	Borrowing Costs	2015
TAS 24 (revised 2014)	Related Party Disclosures	2015
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans	2015
TAS 27 (revised 2014)	Separate Financial Statements	2015
TAS 28 (revised 2014)	Investments in Associates and Joint Ventures	2015
TAS 33 (revised 2014)	Earnings per Share	2015
TAS 34 (revised 2014)	Interim Financial Reporting	2015
TAS 36 (revised 2014)	Impairment of Assets	2015
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets	2015
TAS 38 (revised 2014)	Intangible Assets	2015
TAS 40 (revised 2014)	Investment Property	2015
TFRS 5 (revised 2014)	Non-current Assets Held for Sale and Discontinued Operations	2015
TFRS 8 (revised 2014)	Operating Segments	2015
TFRS 10	Consolidated Financial Statements	2015
TFRS 11	Joint Arrangements	2015
TFRS 12	Disclosure of Interests in Other Entities	2015
TFRS 13	Fair Value Measurement	2015
TSIC 15 (revised 2014)	Operating Leases-Incentives	2015
TSIC 25 (revised 2014)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders	2015
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	2015
TSIC 31 (revised 2014)	Revenue - Barter Transactions Involving Advertising Services	2015
TSIC 32 (revised 2014)	Intangible Assets-Web Site Costs	2015
TFRIC 1 (revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities	2015
TFRIC 4 (revised 2014)	Determining whether an Arrangement contains a Lease	2015
TFRIC 5 (revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	2015
TFRIC 7 (revised 2014)	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies	2015
TFRIC 10 (revised 2014)	Interim Financial Reporting and Impairment	2015
TFRIC 12 (revised 2014)	Service Concession Arrangements	2015
TFRIC 13 (revised 2014)	Customer Loyalty Programmes	2015
TFRIC 15 (revised 2014)	Agreements for the Construction of Real Estate	2015
TFRIC 17 (revised 2014)	Distributions of Non-cash Assets to Owners	2015
TFRIC 18 (revised 2014)	Transfers of Assets from Customers	2015

Management expects to adopt and apply these new and revised TFRS in accordance with the FAP's announcement and has made a preliminary assessment of the potential initial impact on the Group's consolidated and separated financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.



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WE MAKE PEOPLE HAPPY AND BEAUTIFUL



I.C.C. International Public Company Limited

530 Soi Sathupradit 58 Bangpongpang Yannawa Bangkok 10120

Tel : (662) 293-9000, (662) 293-9300 Fax : (662) 294-3024

Internet : <http://www.icc.co.th> Email : webmaster@icc.co.th

Registrar : Thailand Securities Depository Co.,Ltd. , 62 The Stock Exchange of Thailand Building,
Beside Queen Sirikit National Convention Center, Ratchadaphisek Road, Klongtoey, Bangkok 10110
Tel : (662) 229-2800, (662) 654-5599 Fax : (662) 359-1259