

ANNUAL REPORT 2016

I.C.C. International Public Company Limited



Forever in Our Hearts, Forever Our King

Weeping and wailing reverberates throughout the land.
He made his royal departure into the hereafter
Our hearts ache in his absence.
His boundless benevolence
He will remain forever in our minds.
His sad demise is merely that of the flesh
His was the great example of a worthy life.
His declared resolutions followed
Here we record our sincerest gratitude
May the celestial beings shower him with blessings

Like the dying light of the moon and stars
Where he will eternally rest in peace.
Since his final farewell to the people
Will forever be felt with gratitude.
In this way is he immortalised.
But his glory perpetually endures.
He gave endless happiness to the Thai nation.
From his steady footsteps throughout his life.
And offer our humblest tribute.
And lead him to his rest in the divine abode.

A Tribute to the late Monarch

King Bhumibol Adulyadej was a most-beloved monarch in the hearts of all Thais owing to his great benevolence and contribution. His countless accomplishments stemmed from his musical, artistic and scientific expertise. He was both a thinker and a doer. Everything he initiated and put into action was motivated by public spiritedness and was always in the best interests of his people. He was undeniably a formidable leader who displayed leadership at its best.

His exemplary life : His was an example of hard work and humble living for his people to follow. He practised to perfection the Iddhipada or the Four Mental Powers in Buddhism, which are Zeal, Effort, Consciousness and Investigation.

His selfless sacrifice : He always prioritised on the happiness of his people even at the expense of his personal pleasure.

His altruism : His benevolence to the Thai people is beyond description. He dedicated his mental and physical energy to tirelessly working for the good of his subjects. He was in complete possession of the Brahnavihara or the Four Divine Abodes in Buddhism, which are Loving-kindness, Compassion, Empathetic Joy and Equanimity.

It is true that Thai people were always unprepared for the loss of this great monarch and we will grieve at his departure for a long time to come. However, we must be reminded of the Buddha's all-encompassing teaching that "All things are impermanent". We Thais can only take heart and be proud of the fact that our king accomplished his royal duties most admirably and the time came for his body and spirit to be laid to rest. In spite of this inevitability, we all love to believe that he did not go very far from us and he will forever be watching over the well-being of his worldly subjects.

We hereby pledge a vow to follow in his footsteps by living a good life directed by an altruistic social conscience and through remembering his declared resolutions, his teachings and his words that will become our modus operandi henceforth and forever.

In deepest gratitude

The administration and staff of the I.C.C. International Public Company Limited

From The Cover

I.C.C. International Public Company Limited in cooperation with the Art Gallery of Silpakorn University, organized the two painting competitions in tribute to His Majesty King Bhumibol Adulyadej in 2002 and 2005. Both competitions, being honored by many national artists and famous artists as the judging committee, offered the artists all over the countries to convey their feelings, impressions and loyalty to His Majesty the King Rama IX through their works. More than 400 paintings entried each competition. The award winning paintings displayed aesthetic merit and thematic value of arts, reflected the steadfast loyalty and the great gratitudes to King Rama IX. We also held the auction for the competing works which half of the proceeds went to The Princess Mother's charity Fund and the other half to the artists. In addition, the award paintings were selected to be published in ICC's 2003 and 2006 commemorative calendars that all the Saha Group companies gave donations for getting the calendars to distribute as their compliments to business partners, customers and patrons, which the entire amount of the donations, 12,000,000 Baht each, went to " Ratprachanukhro Foundation under Royal Patronage "



The Painting Competition in Tribute to His Majesty the King
 “ The King in the Heart of the Artist ”

In 2002, on the occasion of
 His Majesty the King's 75th Birthday Anniversary



The Painting Competition in Tribute to His Majesty the King
 “ 60 Years of Happiness Under His Most Benevolent and Majestic Rule ”

In 2005, on the occasion of
 The Sixtieth Anniversary Celebrations of His Majesty's Accession to the Throne



“

On this promising 2017, New Year,
I would like to wish all shareowners, directors,
management, as well as employees, of I.C.C.
International Public Company Limited, to have
bestowed upon them, and be blessed by, the
Triple Gems of Buddha, Holy Angels, Sacred
Beings, Power of Goodness, and also Justice.
Furthermore, wishing everyone, happiness,
prosperity, good health, and having all wants,
and wishes being fulfilled.

”

Message from the Chairman

Thursday, 13 October, 2016 marked a day of most tragic loss for the people of Thailand, when our beloved Royal Farther of all Thais, His Majesty King Bhumipol Adulyadej, passed away. Unsurprisingly, the whole country sank into intense sadness. Hence in tribute, the Board of Directors, management, shareowners, and employees of I.C.C. International Public Company Limited, would like to pay our profound respect, and state how deeply grateful we are for His divine grace. Moreover, we are determined to follow in His Majesty's footsteps, reflecting His exemplary ideals. Also, we will always remember to carry out His Royal Wishes, Guidance, and Speeches, that were given to the Thai people, as guidelines for living, for generations to come.

During 2016, the Thai economy recovered slightly, and as the Bank of Thailand forecasted, GDP increased from 2.8% in 2015, to 3% in 2016. Furthermore, despite signs of macroeconomic growth, the Company's board, and management did not allow business growth to rely specifically on the macro economy. Instead, the management paid keen attention to the micro economy, and constantly analyzed various markets, which affect the business. This has enabled us to arrange, and manage any possible changes happening, very closely, so that the business could operate both uninterrupted, and efficiently. Furthermore, we received from the management, continuously updated, operations, and performance information, which reflected their dedication and diligence, to improving the business of the Company.

Therefore, we are glad to inform shareowners of the operating results, by the management, and Board of Directors, for 2016, is as follows. The corporate profit before tax is 920.49 Million baht, which increased by 17.43% from 2015. The earnings per share is equivalent to 2.84 baht/share. Also, when comparing return on investment, in terms of the profit per share, related to the share price of the Company, on the Stock Exchange of Thailand, it is equal to 9.23%. This is higher than the return on investment in debt instruments, or deposits with commercial banks. Hence, we would like to offer our praise, and appreciation for every manager, and employee, for being a part of the Company, and continuously improving, regardless of obstacles being faced.

On this promising 2017, New Year, I would like to wish all shareowners, directors, management, as well as employees, of I.C.C. International Public Company Limited, to have bestowed upon them, and be blessed by, the Triple Gems of Buddha, Holy Angels, Sacred Beings, Power of Goodness, and also Justice. Furthermore, wishing everyone, happiness, prosperity, good health, and having all wants, and wishes being fulfilled.



Mr. Boonkiet Chokwatana

Chairman



Boonsithi Chokwatana

Honorary Advisory Director



Boonkiet Chokwatana

Chairman and Executive Chairman



Thamarat Chokwatana

President and Vice Executive Chairman



Thiraphong Vikitset Ph.D.

Independent Director and Audit Committee Chairman



Amorn Asvanunt

Independent Director and Audit Committee Member



Nophorn Bhongsvej

Independent Director and Audit Committee Member



Duangphorn Sucharittanuwat

Independent Director and Audit Committee Member



Manu Leelanuwatana

Director



Somphol Chaisiroj

Director



Munchusa Terapongpipat

Director



Kobsuk Saengsawad

Director



Boonsithi Chokwatana

Advisor to the Executive Board of Directors



Boonkiet Chokwatana

Executive Chairman



Thamarat Chokwatana

President and Vice Executive Chairman



Somkid Chakawannorasing

Vice President Division J



Pennapha Dhanasarnsilp, D.B.A.

Vice President Division V



Nattapat Petchratanaporn

Vice President Accounting and Finance Division



Munchusa Terapongpipat

Vice President Company Administration Division



Ramida Russell Maneesatiean

Vice President Division B



Chailert Manoonpol

Vice President Division S



Surat Wongrattanapassorn Ph.D.

Vice President Information Technology Division



Nonglaks Techaboonanek

Vice President Division M, O



Bussabong Mingkwanyeon

Vice President Division H

Samrerng Manoonpol

Advisor

Experience

1. Chairman of Thai Hoover Industry Co.,Ltd.
2. Director of Saha Pathana Inter-Holding Plc.
3. Member of the Advisory Committee of Saha Pathanapibul Plc.
4. Director of Mobile Logistics Co.,Ltd.



Contents

| | | |
|---|-----|---|
| | | Disclosure of Information on Financial Position and Performance (The Securities and Exchange Commission) |
| From The Cover | 2 | |
| Message from the Chairman | 4 | |
| Board of Directors | 6 | Structure of Management |
| Executive Committee | 8 | Structure of Management |
| Company Advisor | 10 | |
| The Profiles of Directors, Executives and Regulators | 12 | Structure of Management |
| Details of the directors of the subsidiaries | 22 | |
| Highlight of the Year | 23 | Financial Highlights |
| Company Milestone | 24 | |
| His & Her | 28 | |
| eThailandBEST.com | 30 | |
| Dr. Thiam Chokwatana's Philosophy | 31 | |
| Company's Product | 32 | Nature of Business |
| Customers Relations Center | 39 | Corporate Governance |
| Business Policy | 40 | Business Policy |
| Nature of Business | 46 | Nature of Business |
| Risk Factors | 57 | Risk Factors |
| The Company's General and Other Significant Information | 61 | The Company's General and Other Significant Information |
| Synopsis of Operation | 68 | Financial Highlights |
| Financial Statistics and Financial Ratios 2016-2010 | 70 | Financial Highlights |
| Shareowners | 73 | Shareowners |
| Dividend Payment Policy | 73 | Dividend Payment Policy |
| Management Discussion and Analysis | 74 | Management Discussion and Analysis |
| The Audit Committee Report | 81 | Corporate Governance |
| Structure of Management | 82 | Structure of Management |
| Corporate Governance | 94 | Corporate Governance |
| Remuneration Committee Report | 128 | Corporate Governance |
| Corporate Governance Committee Report | 129 | Corporate Governance |
| Nomination Committee Report | 130 | Corporate Governance |
| Risk Management Committee Report | 131 | Corporate Governance |
| Internal Control and Risk Management | 132 | Internal Control and Risk Management |
| Related Transactions | 134 | Related Transactions |
| Report on the Company Board of Director's Responsibility on the Financial Report | 141 | Corporate Governance |
| Independent Auditor's Report | 142 | Management Discussion and Analysis |
| Financial Statements | 147 | |
| Notes to the financial statements | 157 | |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 *** (%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|--------------------------------|------------------------|--|--|-------------------------------------|---|
| | | | | | | Period | Major Experience |
| * 1. Boonsithi Chokwatana | 80 | Honorary Doctorate Degrees in: | DAP, DCP | 2.26 | - Father of | | Listed Companies 5 |
| Honorary Advisory Director | | - Business Administration: | | | Thamarat | 1972 - Present | - Chairman of Thai President Foods Plc. |
| and Advisor to the Executive | | 1. Burapha University | | | Chokwatana | 2015 - Present | - Chairman of Saha Pathana Inter-Holding Plc. |
| Board of Directors | | 2. Thammasat University | | | - Brother of | 2003 - 2015 | - Director of Saha Pathana Inter-Holding Plc. |
| Year 1991 | | 3. The National Institute of | | | Boonkiet | 2010 - Present | - Honorary Chairman of Saha Pathanapibul Plc. |
| | | Development Administration | | | Chokwatana | Present | - Honorary Advisor of I.C.C. International Plc. |
| | | 4. University of the Thai | | | | May - Dec 2016 | - Honorary Advisory Director of I.C.C. International Plc. |
| | | Chamber of Commerce | | | | 1991 - 2016 | - Vice Chairman of I.C.C. International Plc. |
| | | - Engineering: | | | | 2002 - Present | - Director of Sahacogen (Chonburi) Plc. |
| | | Khon Kaen University | | | | | Other Non-Listed Companies 31 |
| | | - Laws: | | | | | Competing / Similar / Related Businesses |
| | | Waseda University, Japan | | | | 1974 - Present | - Director and Honorary Advisory Chairman of |
| | | - Science | | | | | International Laboratory Co., Ltd. |
| | | (Textiles and Garments): | | | | 1978 - Present | - Advisory Director of Raja Uchino Co., Ltd. |
| | | Rajamangala University of | | | | 1979 - Present | - Director of Sahachol Food Supplies Co., Ltd. |
| | | Technology Krungthep | | | | 1996 - Present | - Director of Laem Cha-Bang Warehouse Co., Ltd. |
| | | | | | | 2004 - Present | - Director of Shiseido Professional (Thailand) Co., Ltd. |
| | | | | | | 2011 - Present | - Director of Tsuruha (Thailand) Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |

Notes: * Director binding to the company as in the Company's Certificate

** 31 March 2017 (calendar year)

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

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|--------------------------------|---------------------|------------------------------------|------------------------|---|--|-------------------------------------|---|
| | | | | | | Period | Major Experience |
| * 2. Boonkiet Chokwatana | 70 | - Honorary Doctorate Degree in | DAP, DCP | 1.52 | - Brother of | | <u>Listed Companies</u> 6 |
| Chairman and Executive | | Business Administration | | | Boonsithi | 1993 - Present | - Chairman of S&J International Enterprises Plc. |
| Chairman | | (Management) from | | | Chokwatana | | and 6 Subsidiary Companies |
| Year 1973 | | Sripratum University | | | - Uncle of | 1994 - Present | - Chairman of People's Garment Plc. |
| | | - Honorary Doctorate Degree in | | | Thamarat | 2013 - Present | - Chairman of Pan Asia Footwear Plc. |
| | | Business Administration College of | | | Chokwatana | | and 7 Subsidiary Companies |
| | | Commerce from Burapha University | | | | 2016 - Present | - Chairman and Executive Chairman of |
| | | - Honorary Doctorate Degree in | | | | | I.C.C. International Plc. and 2 Subsidiary Companies |
| | | Business Administration from | | | | 2015 - 2016 | - Executive Chairman of I.C.C. International Plc. |
| | | Naresuan University | | | | 1995 - 2014 | - President and Executive Chairman of |
| | | - B.S. Mechanical Engineering, | | | | | I.C.C. International Plc. |
| | | Worcester Polytechnic Institute, | | | | 1986 - Present | - Director of Saha Pathana Inter-Holding Plc. |
| | | Massachusetts, U.S.A. | | | | 1996 - Present | - Chairman of Sahacogen (Chonburi) Plc. |
| | | | | | | | and 2 Subsidiary Companies |
| | | | | | | | <u>Other Non-Listed Companies</u> 62 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 1987 - Present | - Chairman of H & B Intertex Co., Ltd. |
| | | | | | | 1994 - Present | - Chairman of Tiger Distribution & Logistics Co., Ltd. |
| | | | | | | 2000 - Present | - Chairman of Better Way (Thailand) Co., Ltd. |
| | | | | | | | - Chairman of Train Time Test Co., Ltd. |
| | | | | | | 2001 - Present | - Chairman of Make Up Technique International Co., Ltd. |
| | | | | | | 2002 - Present | - Chairman of Sukhatasana Co., Ltd. |
| | | | | | | 2011 - Present | - Chairman of Thai Itokin Co., Ltd. |
| | | | | | | 2013 - Present | - Chairman of WBLP Co., Ltd. |
| | | | | | | 1977 - Present | - Director of Intanin Chiangmai Co., Ltd. |
| | | | | | | 1980 - Present | - Director of Intersouth Co., Ltd. |
| | | | | | | 1981 - Present | - Director of Can Co., Ltd. |
| | | | | | | 1989 - Present | - Director of Sun and Sand Co., Ltd. |
| | | | | | | 1991 - Present | - Director of Eastern I.C.C. Co., Ltd. |
| | | | | | | 1993 - Present | - Director of Koraj Wattana Co., Ltd. |
| | | | | | | 1995 - Present | - Director of Paknumpo Wattana Co., Ltd. |
| | | | | | | 1996 - Present | - Director of Laem Cha-Bang Warehouse Co., Ltd. |
| | | | | | | | - Director of Maharachapreuk Co.,Ltd. |
| | | | | | | | - Director of E F Co., Ltd. |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|----------------------------------|------------------------|--|--|-------------------------------------|--|
| | | | | | | Period | Major Experience |
| * 2. Boonkiet Chokwatana (cont.) | 70 | | | | | | <u>Other Non-Listed Companies</u> |
| Chairman and Executive | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| Chairman | | | | | | 2007 - Present | - Director of Sun 108 Co., Ltd. |
| Year 1973 | | | | | | 2009 - Present | - Director of T-Way Co., Ltd. |
| | | | | | | 2012 - Present | - Director of Mit Pathana Homeshopping Co., Ltd. |
| | | | | | | 2013 - Present | - Director of Shop Global (Thailand) Co., Ltd. |
| | | | | | | 2014 - Present | - Director of Canchana International Co., Ltd. (Cambodia) |
| | | | | | | 2015 - Present | - Director of Sahachol Food Supplies Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |
| 3. Thiraphong Vikitset Ph.D. | 71 | Ph.D. (Economics), | DAP, DCP, | - None - | - None - | | <u>Listed Companies 1</u> |
| Independent Director and | | West Virginia University, U.S.A. | ACP, FND, | | | Present | - Independent Director of TPI Power Plc. |
| Audit Committee Chairman | | | QFR | | | | <u>Other Non-Listed Companies 1</u> |
| 26 April 1999 | | | | | | Present | - Independent Director of Better Way (Thailand) Co., Ltd. |
| | | | | | | | <u>Administration of National Institute of Development</u> |
| | | | | | | | <u>Administration (NIDA)</u> |
| | | | | | | 1984 - 1985 | - Associate Dean of School of Development Economics |
| | | | | | | 1985 - 1986 | - Dean of School of Development Economics |
| | | | | | | 1986 - 1991 | - Vice President for Academic Affairs |
| | | | | | | 1995 - 1997 | - Director of Academic Council |
| | | | | | | 2001 - 2002 | - Director of NIDA Council |
| | | | | | | Present | - Professor of School of Development Economics, |
| | | | | | | | National Institute of Development Administration (NIDA) |
| | | | | | | | <u>Other notable experiences</u> |
| | | | | | | 1986 - 1991 | - Member of Subcommittee on Energy Policy Formulation |
| | | | | | | | - Member of Subcommittee on Energy Planning for |
| | | | | | | | the 7 th Economic and Social Development Plan |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|----------------------------|------------------------|---|--|-------------------------------------|---|
| | | | | | | Period | Major Experience |
| * 4. Thamarat Chokwatana | 48 | B.A., Bachelor of Arts, | DAP, DCP | 0.64 | - Son of | | <u>Listed Companies 2</u> |
| President | | Assumption University | | | Boonsithi | 2001 - Present | - Director of Thai Wacoal Plc. |
| Vice Executive Chairman | | | | | Chokwatana | 2016 - Present | - Director of Thanulux Plc. |
| Vice President Division G, X | | | | | - Nephew of | | <u>Other Non-Listed Companies 37</u> |
| 24 March 1999 | | | | | Boonkiet | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | Chokwatana | 1999 - Present | - Director of International Commercial Coordination Co., Ltd. |
| | | | | | | 2000 - Present | - Director of Thai Arusu Co., Ltd. |
| | | | | | | 2005 - Present | - Director of Tiger Distribution & Logistics Co., Ltd. |
| | | | | | | | - Director of International Laboratory Co., Ltd. |
| | | | | | | | - Director of Can Co., Ltd. |
| | | | | | | | - Director of Intersouth Co., Ltd. |
| | | | | | | | - Director of Intanin Chiangmai Co., Ltd. |
| | | | | | | 2006 - Present | - Director of Sun 108 Co., Ltd. |
| | | | | | | 2009 - Present | - Director of Pens Marketing & Distribution Co., Ltd. |
| | | | | | | 2010 - Present | - Director of Tsuruha (Thailand) Co., Ltd. |
| | | | | | | 2011 - Present | - Director of Mit Pathana Homeshopping Co., Ltd. |
| | | | | | | 2012 - Present | - Director of Transcosmos (Thailand) Co., Ltd. |
| | | | | | | 2015 - Present | - Director of Sun and Sand Co., Ltd. |
| | | | | | | | - Director of Koraj Wattana Co., Ltd. |
| | | | | | | 2016 - Present | - Director of Eastern I.C.C. Co., Ltd. |
| | | | | | | | - Director of Chokwatana Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |
| 5. Amorn Asvanunt | 69 | - MBA Bowling Green State | DAP | - None - | - None - | | <u>Listed Companies 6</u> |
| Independent Director and | | University, U.S.A. | | | | 2002 - Present | - Audit Committee Chairman of People's Garment Plc. |
| Audit Committee Member | | - Bachelor of Accountancy, | | | | | - Audit Committee of Far East DDB Plc. |
| 26 May 1999 | | Chulalongkorn University | | | | | - Audit Committee of Sahacogen (Chonburi) Plc. |
| | | | | | | 2005 - Present | - Director, Independent Director, Director of |
| | | | | | | | Risk Management Committee & Chairman of |
| | | | | | | | Nomination and Remuneration Committee of |
| | | | | | | | Krungthep Sophon Plc. |
| | | | | | | 2015 - Present | - Independent Director of MFC Asset Management Plc. |
| | | | | | | | <u>Other Non-Listed Companies 1</u> |
| | | | | | | 1992 - Present | - Director of BNH Medical Center Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|--|-----------------------------------|--|--|-------------------------------------|--|
| | | | | | | Period | Major Experience |
| 6. Nophorn Bhongsvej | 70 | - MBA (Economics), Oregon State University, U.S.A. | DAP, DCP, ACP, RCP | - None - | - None - | | Listed Companies 3 |
| Independent Director and Audit Committee Member | | - Bachelor of Economics, University of Oregon, U.S.A. | | | | 2010 - Present | - Audit Committee Chairman of Saha Pathana Inter-Holding Plc. |
| 27 April 2015 | | | | | | 2005 - Present | - Audit Committee Chairman and Director of Remuneration & Nomination Committee of Sahacogen (Chonburi) Plc. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |
| 7. Duangphorn Sucharittanuwat | 65 | - Master of Business Administration (MBA), Thammasat University | DCP, RCP, ACP, CMA8, | - None - | - None - | | Listed Companies 3 |
| Independent Director and Audit Committee Member | | - Bachelor of Accountancy (Accounting), Chulalongkorn University, Second Class Honor | ASMP2, TPL1, TEPCOT3, DCPU2 | | | 2012 - Present | - Chairman, Independent Director and Audit Committee Director of Lease IT Plc. |
| 25 April 2011 | | - Certified Public Accountant (CPA) No. 5228 | | | | 2014 - Present | - Independent Director and Audit Committee Director of SENA Development Plc. |
| | | | | | | 2013 - Present | Other Non-Listed Companies 1 - Director of Foundation of the 50 th Anniversary Mahavajiralongkorn Hospital |
| | | | | | | 2015 - Present | - Director of Aspiration One Co., Ltd. |
| | | | | | | 2015 - Oct. 2016 | - Independent Director and Audit Committee Director of Professional West Technology (1999) Plc. |
| | | | | | | 2002 - 2007 | - Senior Executive Vice President of CIMB Thai Bank Plc. |
| | | | | | | 1997 - 2014 | - Councilor of Thailand Management Association |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |
| *8. Somphol Chaisiroj | 60 | Master of Arts, Ohio University, U.S.A. | DAP, DCP | 0.022 | - None - | | Listed Companies 1 |
| Director | | | | | | 1990 - 2016 | - Vice President of Division W, I.C.C. International Plc. |
| 29 September 2009 | | | | | | 2009 - Present | - Director of I.C.C. International Plc. |
| | | | | | | Present | - Vice President of Business Division, Thanulux Plc. |
| | | | | | | | Other Non-Listed Companies 6 |
| | | | | | | | Competing / Similar / Related Businesses |
| | | | | | | 1996 - Present | - Chairman of Eastern I.C.C. Co., Ltd. - Director of Maharachapreuk Co., Ltd. |
| | | | | | | 2003 - Present | - Chairman of Can Co., Ltd. |
| | | | | | | 1993 - Present | - Director of Koraj Wattana Co., Ltd. |
| | | | | | | 1995 - Present | - Director of Paknumpo Wattana Co., Ltd. |
| | | | | | | 2000 - Present | - Director of Sun and Sand Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 *** (%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|--|------------------------|--|--|-------------------------------------|--|
| | | | | | | Period | Major Experience |
| *9. Manu Leelanuwatana | 72 | Bachelor of Mechanical Engineering, Chiba University, Japan | DAP, DCP | 0.004 | - None - | | <u>Listed Companies</u> 5 |
| Director | | | | | | 1980 - Present | - Chairman of Textile Prestige Plc. |
| 26 April 2004 | | | | | | 1990 - Present | - Chairman of Thai Wacoal Plc. |
| | | | | | | 1987 - Present | - Director of O.C.C. Plc. |
| | | | | | | 2007 - Present | - Director of Saha Pathana Inter-Holding Plc. |
| | | | | | | | <u>Other Non-Listed Companies</u> 20 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 1984 - Present | - Chairman of Raja Uchino Co., Ltd. |
| | | | | | | | - Chairman of Thai Arusu Co., Ltd. |
| | | | | | | 1990 - Present | - Chairman of Thai Gunze Co., Ltd. |
| | | | | | | 2004 - Present | - Chairman of Pattaya Manufacturing Co., Ltd. |
| | | | | | | 2006 - Present | - Chairman of Wien International Co., Ltd. |
| | | | | | | 2012 - Present | - Chairman and Managing Director of Bangkok Tokyo Socks Co., Ltd. |
| | | | | | | 1989 - Present | - Director of International Commercial Coordination Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 10. Munchusa Terapongpipat | 59 | Bachelor of Public Administration, Ramkhamhaeng University | - None - | 0.0004 | - None - | | <u>Listed Companies</u> - None - |
| Director and Vice President | | | | | | | <u>Other Non-Listed Companies</u> 4 |
| Company Administration | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| Division | | | | | | 2000 - Present | - Director of Train Time Test Co., Ltd. |
| 25 May 2010 | | | | | | | - Director of Sun and Sand Co., Ltd. |
| | | | | | | 2011 - Present | - Director of Eastern I.C.C. Co., Ltd. |
| | | | | | | 2015 - Present | - Director of Paknumpo Wattana Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 11. Kobsuk Saengsawad | 55 | Bachelor of Law, Ramkhamhaeng University | - None - | 0.0005 | - None - | | <u>Listed Companies</u> - None - |
| Director | | | | | | | <u>Other Non-Listed Companies</u> 4 |
| 25 April 2016 | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 1999 - Present | - Director of Vira Law Office Co., Ltd. |
| | | | | | | 2000 - Present | - Director of Tiger Distribution & Logistics Co., Ltd. |
| | | | | | | 2014 - Present | - Director of WBRE Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|---------------------------------------|------------------------|--|--|-------------------------------------|---|
| | | | | | | Period | Major Experience |
| 12. Somkid Chakawannorasing | 67 | Bachelor of Communication Arts, | DAP, DCP | 0.034 | - None - | | <u>Listed Companies</u> - None - |
| Vice President Division J | | Sukhothai Thammathirat University | | | | | <u>Other Non-Listed Companies</u> 3 |
| Year 1996 | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 1993 - Present | - Chairman of Koraj Wattana Co., Ltd. |
| | | | | | | 1995 - Present | - Director of Paknumpo Wattana Co., Ltd. |
| | | | | | | 1996 - Present | - Director of Maharachapreuk Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 13. Pennapha Dhanasarnsilp, D.B.A. | 63 | Doctorate of Business Administration, | DAP, DCP | 0.006 | - None - | | <u>Listed Companies</u> 2 |
| Vice President Division V | | Nova Southeastern University, U.S.A. | | | | 2003 - Present | - Executive Director and Vice President of Division V, I.C.C. International Plc. |
| Year 2003 | | | | | | 2013 - Present | - Independent Director of Plan B Media Plc. |
| | | | | | | 2015 - Present | - Director of Pioneer Motor Plc. |
| | | | | | | | <u>Other Non-Listed Companies</u> 1 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 2010 - Present | - Chairman of Pens Marketing and Distribution Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 14. Nattapat Petchratanaporn | 58 | Bachelor of Science (Accounting), | DCP | 0.003 | - None - | | <u>Listed Companies</u> - None - |
| Vice President Accounting | | Bangkok University | | | | | <u>Other Non-Listed Companies</u> 11 |
| and Finance Division | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| 25 May 2010 | | | | | | 1999 - Present | - Director of Vira Law Office Co., Ltd. |
| | | | | | | 2000 - Present | - Director of Intanin Chiangmai Co., Ltd. |
| | | | | | | | - Director of Sun and Sand Co., Ltd. |
| | | | | | | | - Director of Eastern I.C.C. Co., Ltd. |
| | | | | | | | - Director of Paknumpo Wattana Co., Ltd. |
| | | | | | | 2001 - Present | - Director of Sukhadasana Co., Ltd. |
| | | | | | | 2011 - Present | - Director of Thai Itokin Co., Ltd. |
| | | | | | | 2014 | - Managing Director of WBRE Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 *** (%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|-------------------------------------|------------------------|--|--|-------------------------------------|--|
| | | | | | | Period | Major Experience |
| 15. Ramida Russell Maneesatiean | 48 | - Master in Communication Arts | FSD, TLP 7 | 0.003 | - None - | | <u>Listed Companies</u> - None - |
| Vice President Division B | | (Mass Communication), | | | | | <u>Other Non-Listed Companies</u> 6 |
| 25 May 2010 | | Chulalongkorn University | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | - Bachelor in Business | | | | 2003 - Present | - Director of Sukhathasana Co., Ltd. |
| | | Administrations BBA, | | | | | - Director of Shop Global (Thailand) Co., Ltd. |
| | | Assumption University | | | | 2005 - Present | - Director of Mit Pathana Homeshopping Co., Ltd. |
| | | | | | | 2011 - Present | - Managing Director of Thai Itokin Co., Ltd. |
| | | | | | | 2015 - Present | - Director of Koraj Wattana Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 16. Chailert Manoonpol | 58 | Master of Management, Abilene | DAP, FND | 0.0005 | - None - | | <u>Listed Companies</u> 2 |
| Vice President Division S | | Christian University, U.S.A. | | | | 1987 - Present | - Director of O.C.C. Plc. |
| 22 May 2012 | | | | | | 2001 - Present | - Director of People's Garment Plc. |
| | | | | | | | <u>Other Non-Listed Companies</u> 5 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 2004 - Present | - Vice Chairman of H & B Intertext Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 17. Surat Wongrattanapassorn, Ph.D. | 51 | - Master of Engineering (Computer), | DAP, ITG | 0.007 | - None - | | <u>Listed Companies</u> 1 |
| Vice President Information | | Assumption University | | | | 2013 - Present | - Vice President of Information Technology Division, |
| Technology Division | | - Ph.D. (Business Administration), | | | | | I.C.C. International Plc. |
| 1 May 2013 | | Nova Southeastern University, | | | | 2014 - Present | - Director of Pan Asia Footwear Plc. |
| | | U.S.A. | | | | | <u>Other Non-Listed Companies</u> 4 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 2009 - Present | - Director of Wien International Co., Ltd. |
| | | | | | | 2011 - Present | - Director of Thai Itokin Co., Ltd. |
| | | | | | | 2015 - Present | - Director of Eastern I.C.C. Co., Ltd. |
| | | | | | | 2016 - Present | - Director of Tiger Distribution & Logistics Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 18. Bussabong Mingkwanyeon | 51 | - Bachelor Degree, | - None - | 0.0002 | - None - | | <u>Listed Companies</u> - None - |
| Vice President Division H | | Major Microbiology, | | | | 2015 - Present | - Executive Director and Vice President of Division H, |
| 1 May 2015 | | Faculty of Science, | | | | | I.C.C. International Plc. |
| | | Chulalongkorn University | | | | | <u>Other Non-Listed Companies</u> 1 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 2015 - Present | - Director of Intersouth Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | | | | | |
|---|--|---|------------------------|---|--|--|--|--|--|--|---|
| | | | | | | Period | Major Experience | | | | |
| 19. Nonglaks Techaboonanek Vice President Division M, O 1 September 2005 | 62 | - Bachelor of Communication Arts, Chulalongkorn University | DAP | - None - | - None - | 1985 - Present | <u>Listed Companies</u> - None - | | | | |
| | | - Executive Director of Thai Wacoal Plc. | | | | | | | | | |
| | | <u>Other Non-Listed Companies</u> 5 | | | | | | | | | |
| | | | | | | | - Bachelor of Marketing, Ramkhamhaeng University | | | | <u>Competing / Similar / Related Businesses</u> |
| | | 2001 - Present | | | | - Managing Director of SRP Nanasai Co., Ltd. | | | | | |
| | | 2001 - Present | | | | - Chairman of I.D.F. Co., Ltd. | | | | | |
| | | 2005 - Present | | | | - Managing Director of Mit Pathana Homeshopping Co., Ltd. | | | | | |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | | | | | |
| 20. Khanisorn Suyanand Vice President Division A 1 June 2010 | 72 | - Master of Arts, Economics (Monetary), Northeastern University, Boston Mass. U.S.A. | - None - | 0.0001 | - None - | | <u>Listed Companies</u> - None - | | | | |
| | | <u>Other Non-Listed Companies</u> 2 | | | | | | | | | |
| | | <u>Competing / Similar / Related Businesses</u> | | | | | | | | | |
| | | 2014 - Present | | | | - Director of WBLP Co., Ltd. | | | | | |
| | | 2008 - Present | | | | - Advisory Director of International Leather Fashion Co., Ltd. | | | | | |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | | | | | |
| 21. Kityaporn Chaithavornsathien Vice President Division D 24 May 2011 | 42 | Bachelor in Business Administrations (BBA), Assumption University | DCP | 2.06 | - Daughter of Boonkiet Chokwatana - Niece of Boonsithi Chokwatana | | <u>Listed Companies</u> - None - | | | | |
| | | | | | | | <u>Other Non-Listed Companies</u> 7 | | | | |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> | | | | |
| | | | | | | 1999 - Present | - Director of Vira Law Office Co., Ltd. | | | | |
| | | | | | | 2003 - Present | - Director of Sukhathasana Co., Ltd. | | | | |
| | | | | | | 2015 - Present | - Director of Intanin Chiangmai Co., Ltd. | | | | |
| | | | | | | Present | - Director of H & B Intertex Co., Ltd. | | | | |
| | - Director of International Laboratories Co., Ltd. | | | | | | | | | | |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | | | | | |
| 22. Viritpol Chaithavornsathien Vice President Division I 1 March 2014 | 46 | - M.B.A. Cleveland State University, U.S.A. - Bachelor of Business Administration, University of Kentucky, U.S.A. | - None - | - None - | - Husband of Kityaporn Chaithavorn sathien - Son-in-law of Boonkiet Chokwatana | | <u>Listed Companies</u> - None - | | | | |
| | | | | | | | <u>Other Non-Listed Companies</u> 7 | | | | |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> | | | | |
| | | | | | | 2012 - Present | - Director of Torfun Property Co., Ltd. | | | | |
| | | | | | | 2015 - Present | - Chairman of Paknumpo Wattana Co., Ltd. | | | | |
| | | | | | | | - Chairman of Maharachapreuk Co., Ltd. | | | | |
| | | | | | | | - Director of Can Co., Ltd. | | | | |
| | | | | | | 2016-Present | - Director of Tiger Distribution & Logistics Co., Ltd. | | | | |
| | | | | | | | - Director of Intersouth Co., Ltd. | | | | |
| | - Director of WBRE Co., Ltd. | | | | | | | | | | |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | - None - | | | | | |

Profiles of Directors, Executives and Regulators

| Name/Position/Appointment Date | Age (Year) ** | Education | Training Background | *Proportion of shareowning at 31 Dec 2016 ***(%) | Relationship of Directors and Executives | Work experience in the past 5 years | |
|---|---------------------|--|------------------------|--|--|-------------------------------------|---|
| | | | | | | Period | Major Experience |
| 23. Pranot Vesaruchavit | 46 | - Master Degree, Faculty of | - None - | - None - | - None - | | <u>Listed Companies</u> - None - |
| Vice President Division R | | International Business, Azusa | | | | | <u>Other Non-Listed Companies</u> 4 |
| 1 October 2015 | | Pacific University, California, U.S.A. | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | - Bachelor Degree, Faculty of | | | | 2015 - Present | - Director of Can Co., Ltd. |
| | | General Management, | | | | | - Director of Sun and Sand Co., Ltd. |
| | | Assumption University | | | | | - Director of Eastern I.C.C. Co., Ltd. |
| | | | | | | 2016 - Present | - Director of Maharachapruet Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 24. Nichapa Piriapokin | 55 | Vocational Certificate, | - None - | 0.0004 | - None - | | <u>Listed Companies</u> - None - |
| Vice President Division T | | Bangkok Business College | | | | 2015 - 2016 | - Second Vice President of Division H, I.C.C. International Plc. |
| 1 September 2016 | | | | | | | |
| | | | | | | 2016 - Present | - Vice President of Division T, I.C.C. International Plc. |
| | | | | | | | <u>Other Non-Listed Companies</u> 1 |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 2016 - Present | - Director of Maharachapruet Co., Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 25. Sawat Posinsomwong | 49 | - MBA Assumption University | - None - | - None - | - None - | | <u>Listed Companies</u> - None - |
| Vice President Division W | | - Bachelor of Business Administration, | | | | 2016 - Present | - Vice President of Division W, I.C.C. International Plc. |
| 1 November 2014 | | Assumption University | | | | | <u>Other Non-Listed Companies</u> - None - |
| | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| | | | | | | 2010 - 2014 | - Managing Director of Swarovski (Thailand) Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |
| 26. Pairoj Hirunwongsawang | 64 | Bachelor of Science in Statistics, | - None - | 0.002 | - None - | | <u>Listed Companies</u> - None - |
| Vice President Sales | | Ramkhamhaeng University | | | | | <u>Other Non-Listed Companies</u> 8 |
| Administration Division | | | | | | | <u>Competing / Similar / Related Businesses</u> |
| 1 July 2005 | | | | | | 2005-Present | - Chairman of Eastern I.C.C. Co., Ltd. |
| | | | | | | | - Chairman of Intersouth Co., Ltd. |
| | | | | | | | - Director of Can Co., Ltd. |
| | | | | | | | - Director of Intanin Chiangmai Co., Ltd. |
| | | | | | | | - Director of Koraj Wattana Co., Ltd. |
| | | | | | | | - Director of Maharachapruet Co., Ltd. |
| | | | | | | | - Director of Sun and Sand Co., Ltd. |
| | | | | | | 2006-Present | - Director of Paknumpo Wattana Co, Ltd. |
| Tenure in other business or organizations in the past year which had material / significant impact on attendance. | | | | | | | - None - |

Details of the directors of the subsidiaries

| Name of Directors | | Subsidiaries Company | | |
|-----------------------|--------------------|----------------------|-----|--------|
| | | WBRE | AMD | ITOKIN |
| 1. Mr.Boonkiet | Chokwatana | A | | A |
| 2. Mr.Viritpol | Chaithavornsathien | F | | |
| 3 Mr.Vichai | Kulsomphob | F | | |
| 4. Mr.Nattapat | Petchratanaporn | D | | F |
| 5. Mrs.Kobsuk | Sangsawat | F | | |
| 6. Mr.Michel | Testard | | D | |
| 7. Mrs.Ramida Russell | Maneesatiean | | | D |
| 8. Mr.Yozo | Yamanishi | | | F |
| 9. Mr.Manus | Ongsaranakom | | | F |
| 10. Dr.Surat | Wongrattanapassorn | | | F |
| 11. Mrs.Suporn | Chantharatluxa | | | F |
| 12. Mrs.Somporn | Tiyaviboonsiri | | | F |

Note : WBRE = WBRE Co., Ltd. A = Chairman
 ADM = Amis Du Monde SARL D = Managing Director
 ITOKIN = Thai Itokin Co., Ltd. F = Director

| DATA | 2016 | 2015 | 2014 |
|---|--------|--------|---------|
| Per share data (baht) | | | |
| Net profit | 3.22 | 2.42 | 1.88 |
| Book value | 59.85 | 55.06 | 54.14 |
| Market price | 36.50 | 38.25 | 39.50 |
| Dividend | *1.15 | 1.05 | 1.05 |
| Financial position analysis | | | |
| Liquidity ratios (times) | | | |
| Current ratio | 3.58 | 3.41 | 3.26 |
| Quick ratio | 1.36 | 1.15 | 1.07 |
| Leverage ratios (times) | | | |
| Debt-equity ratio | 0.16 | 0.16 | 0.17 |
| Time interest earned ratio | 554.58 | 855.09 | **N.M |
| Efficiency ratios | | | |
| Accounts receivable turnover (times) | 7.99 | 7.43 | 6.78 |
| Collection period (days) | 45.08 | 48.46 | 53.10 |
| Inventory turnover (times) | 2.09 | 1.99 | 1.87 |
| Inventory coverage (days) | 172.14 | 181.00 | 192.76 |
| Fixed assets turnover (times) | 3.63 | 3.62 | 3.64 |
| Total assets turnover (times) | 0.69 | 0.70 | 0.69 |
| Profitability ratios | | | |
| Net profit (millions baht) | 936.26 | 703.19 | 545.19 |
| Return on sales (%) | 6.98 | 5.46 | 4.34 |
| Return on equity (%) | 5.61 | 4.43 | 3.51 |
| Return on total assets (%) | 4.83 | 3.80 | 3.00 |
| Price earning ratio | 11.34 | 15.81 | 21.01 |
| Growth (%) | | | |
| Percentage increase (decrease) of sales | 2.21 | 2.57 | (9.72) |
| Percentage increase (decrease) of net profit before tax | 27.54 | 34.24 | (24.59) |
| Percentage increase (decrease) of total assets | 8.80 | 0.43 | 3.74 |
| Percentage increase of equity | 8.71 | 1.69 | 2.91 |
| Percentage increase (decrease) of numbers of employees | (1.38) | 0.50 | (9.04) |

* The Board of Directors' Meeting has resolved to pay dividend Baht 1.15 per share and to submit this agenda for approval at the Annual General Shareowners' Meeting to be held on April 24, 2017

** The result is not significant

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 7,002 staff, with registered capital of 500 million Baht, 290.63 million Baht of which is paid up.

Taking Special Care and facilitate customers throughout the Country

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 | : Maharachapruet 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 a distributor of a variety of products more than 100 brands encompassing cosmetics, perfume, lingerie, men’s and women’s apparels, men’s undergarments, sportswear and equipment, children’s clothing, leather ware, watches, consumer products including beverages and soybean milk mixed with corn 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 Center 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 card is a project to invite our customers to join the membership with special privileges by collecting the reward points from purchase of the Company’s products at participated sales counters nationwide. Members shall receive 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 is the retail shop that congregates the Company’s fashion products focusing on the store decoration in modern and warm atmosphere while providing best services to the customers. By the end of 2016, there are 78 His & Her shops throughout the country.
- His & Her ShopSmart, the lifestyle shopping catalogue is an alternative channel of distribution for the Company’s products where customers can place their order of catalog products via telephone, website, fax and postal service. Home delivery can be made in 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 the Company’s products.

- eThailandBEST.com is the online shopping mall, with complete product line in many categories. By simple fingertip touch, you can select to purchase quality and complete line of goods conveniently throughout 24 hours at best prices directly from manufacturers and distributors within Saha Group, a conglomerate group of leading companies which has been established in Thailand for over 60 years.
- Beauty Station : a new channel to discover the integrated cosmetic products of interest to customers from both local and foreign brands in one place. This one-stop-service shop can fit customers' lifestyle and provide choices for customers, while retaining excellent counter service style.

Stepping Far and Forward in New Products & Innovation for Customers

- YISHION, an Asian leading street fashion brand for new generation with outstanding lifestyle, unique and bold to changes.
- DESIGUAL Clothing and Accessories from Spain with outstanding sewing design. Emphasize on trend, bright colors and fun.
- ENFANT : Products for children under Healthy & Safety concept for kids' hygiene and safety. Selective product mixtures with natural ingredients, safe, gentle to sensitive skin, nourishment with care for good health and hygiene. Present new products such as:
 - Enfant Organic Gentle Baby Toothpaste Gel 6M+ toothpaste for children 6 months and up, Banana & Strawberry flavors.
 - Enfant Organic Plus Pure Constarch Baby Powder : Children baby powder made from corn flour and Talc-free.
 - Enfant Organic Herbal Soothing Cream : Relieve itchiness and reduce black blemish from mosquito and insect bites.
 - Enfant Organic Bye ByeMozzie Lotion : Mosquito prevention lotion, protection your child from mosquitos and insects with extracted organic oil 100% .
 - Enfant Organic Plus Face & Body Sunscreen Milky Spray SPF 30PA+++ sunblock spray, thin and light texture.
 - Enfant Organic Plus Shea Butter Nurturing Balm : Protect skin from dryness and prevent skin from pollution, while moisturizes skin for a long time.
- ENFANT BEAUTY MOM : Products for mothers that do not contain any hazardous chemicals, safe for pregnant women and babies such as Enfant Beauty Mom Nipple Moisturizing cream, nipples nourishment product for Mothers who need special skin care while breastfeeding, rich with nutrients from Shea butter and 5 types of natural extract oil, revitalizes dry skin.
- ENFANT: Children's clothing presents children swimwear with cute design, especially sewn for small children to wear comfortably.
- VIRTUAL AR STORE : Surreal department store technology that mixes real world and virtual world, by overlapping three-dimensional pictures in the virtual world and seen projected on the screen through AR store, a mixture of new and original sales procedure, which increases shopping convenience for consumers.
- VIRTUAL FITTING ROOM : Use digital camera technology to detect movements with Image Processing. Customers can try on an outfit and seen on screen instead of actually wearing it. Customer's picture is shown on the screen and then click outfit that customer likes to try. The system will assess and show customer wearing the outfit on the screen. The Virtual Fitting Room facilitates customers to mix & match shirts, blouses, pants and coats etc. in a variety of ways until they are satisfied without having to wear and take-off like traditional fitting.
- AR TAG is a new technology which combines reality with virtual world. Pictures are projected in 3-dimension and float on actual surface. This new way of advertisement media on the internet is then exciting as we can see products from TAG labels float onto computer or mobile screens.
- QUICK BUY : Customers can purchase goods through QR Code by Quick Buy using AR technology to create Virtual AR Store and Virtual Fitting Room. WoW Price technology can facilitate customers to purchase products they prefer immediately by scanning QR Code through mobile application (Smart Phone) and connect to www.eThailandBEST.com, ready to provide rapid free delivery service to your home.

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 2nd 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 Bangkok Metropolitan area by SGS Yarsley International Certification Services, United Kingdom.
- 2000 The Company receives nationwide ISO 9002 certification for the standard quality management system of all its products nationwide from SGS Yarsley International Certification Services, United Kingdom.
- 2003 The company is accredited on January 21, 2003 with ISO 9001 : 2000 for the standard quality management system of all its products nationwide from SGS Yarsley International Certification Services, United Kingdom.
- 2008 The company is accredited on March 31, 2008 with new version of ISO 9001 : 2008 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 quality assessment of Annual General Shareholders' Meeting arrangement for 4 consecutive years (2009-2012), by the Thai Investors Association, under the Right Protection Volunteer Project.
- 2016
 - Being awarded the INVESTORS' CHOICE AWARD 2016 from the Thai Investors Association under Rights Protection Volunteer Project in appreciation of the top 100 score for quality assessment of the Annual General Shareholders' Meeting arrangement for 8 consecutive years.
 - Being certified a Member of Private Sector Collective Action Coalition Against Corruption Council (CAC)
 - On 17 June 2016, received a Certificate for greenhouse gas reduction from Thailand Greenhouse Gas Management Organization (a public organization) and Thailand Textile Institute in appreciation of using CoolMode clothing.

Executives' Awards received

- 1991 "THE OFFICIER DE L'ORDRE NATION AL 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.



I.C.C. International Public Company Limited, a member company of Saha Group, is a licensed distributor of many global brand name products, 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 highly popular in the market, for instance, BSC cosmetics and ENFANT baby products, etc., all of which demonstrate premium quality and completely respond to the diverse needs of buyers. They are well known among consumers both at home and abroad.

The Company has developed longtime experience and dedication to creating products and services of world-class standards, which have been well received by valued customers in all regions across the nation. Thus, it has placed significant emphasis on creating cordial relationships with customers, always ready to provide them with notable quality products and additional privileges. To reflect its sincerity to our valued customers, His & Her Plus Point Card Project was initiated, allowing customers to accumulate their happiness and bonus points by subscribing for membership of the His & Her Card.

His & Her Plus Point Card

His & Her Plus Point Membership Card can be used to gain more in shopping pleasure as reward points can be accumulated for unsurpassed privileges such as accumulation for rewards, participation in special activities and other additional privileges in the period of customers' special occasion. This is to respond to all lifestyles with a selection from 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 more than 2.3 million members nationwide.

His & Her Plus Point membership card application has been expanding consistently due to our worthwhile points. It is well worth spending more to purchase more products from the Company, as accumulated points can be exchanged for free gifts as well as numerous other special privileges. Card application is also convenient and communication channels are easily accessible through multiple modern media such as His & Her Call Center, IVR System, SMS, www.hisherpoint.com and Facebook: his & her plus point.

In addition His & Her Plus Point membership card also collaborated with allies in various business such as leading department stores, restaurants, beauty parlors, cinemas to offer exclusive and special privileges to His & Her Plus Point card members, to increase their benefits and ensure the highest satisfaction for our customers. In order to make it easier to select and purchase goods, the Company has initiated a new shopping channels which can reach out to customers by shopping through His & Her ShopSmart. Customers can select products from catalogues and its Website: www.hishershopsmart.com that compiles more than 1,500 items of quality products from imported goods and local made products. They have been carefully selected to meet every type of lifestyle under the logo Only@ShopSmart and are sold at His & Her ShopSmart only. From electrical appliances, kitchenware, household care products and decorations, IT products, health and beauty products with leading fashion brands such as Wacoal, BSC, ELLE, Belle & Sofa, etc. To place order, simply call 0-2123-4789. Furthermore, to provide greater convenience, we deliver goods to your home nationwide and guarantee customers' satisfaction by accepting product return within 7 days. Customers will also receive accumulated His & Her Plus Point 1 point for every 25-baht purchase.

In the future, the Company remains committed to further building up good relationship with customers nationwide as well as offer special exclusive privileges to make spending more worthwhile and fulfill His & Her Plus Point customers' needs for high-quality products at reasonable prices so that they have more pleasant shopping experiences.

Shop more... receive more points with His & Her Plus Point membership card. Accumulate points to receive discounts and purchase ICC products with over 200 leading brand names for your selection at 4,500 counters. Customers can use accumulated points to exchange special gifts especially prepared for His & Her Plus Point membership card holders throughout the year.

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 profit to customers in appreciation of their continuing trusts in our quality products. His & Her Plus Point card will strengthen 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

Facebook: his & her plus point

Apply free at : www.hisherpoint.com



“สะสมความสุข
ทุกการช้อปปิ้ง”

บัตรสะสมคะแนน
จากการซื้อสินค้า ไอ.ซี.ซี.



สะสมคะแนน...ทุกๆ

25 บาท = 1 คะแนน

+

ใช้คะแนน...แทนเงินสด

10 คะแนน = 1 บาท

+

ซื้อสินค้าในเดือนเกิด

รับคะแนน x3



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f HIS & HER PLUS POINT

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eThailandBEST.com

eThailandBEST.com originates from consumers' demand to adjust their lifestyles to the online world and demand for a variety of products through e-commerce channels.

I.C.C. International Public Company Limited, a member company of Saha Group, thus sells many kinds of products especially world leading brand names, ready for customers' selection covering every type of consumers' needs such as ladies and gentlemen fashion products, undergarments for women and men, cosmetics, leather products, sports equipment, mother and child products, food and beverages, household appliances etc. The method is simple by touching on smart phone or computer; customers can select and buy products conveniently throughout 24 hours. More importantly, customers can be confident that they will receive quality products at reasonable prices, because we are producer and distributor of products directly from Saha Group, a leading business group that has been established in Thailand for over 60 years.

eThailandBEST.com also provides various payment systems, which fits consumers' lifestyles in this modern age, including transfer at the bank counter, credit card and payment at destination. Buyers can check the purchase order status easily on the "My Account" page and will know immediately which step their products are in, as well as the Tracking Number for reference and verification with postal office service.

Moreover, eThailandBEST.com also has other channels to communicate with consumers such as : Facebook, Line official and call center



ThailandBEST

to receive news and information, introduction of new products and latest promotions.



@thailandbest

to make enquiries on product details and follow up on purchase order status.



Let's Shop ICC

Let's Shop ICC to keep up with the latest product models and special promotions.



0-2296-9959

for contact and enquiries on product details and others.



service@thailandbest.in.th

Scan
Here



Dr. Thiam Chokwatana's Philosophy



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.

Revise the past, and study the present for the future.

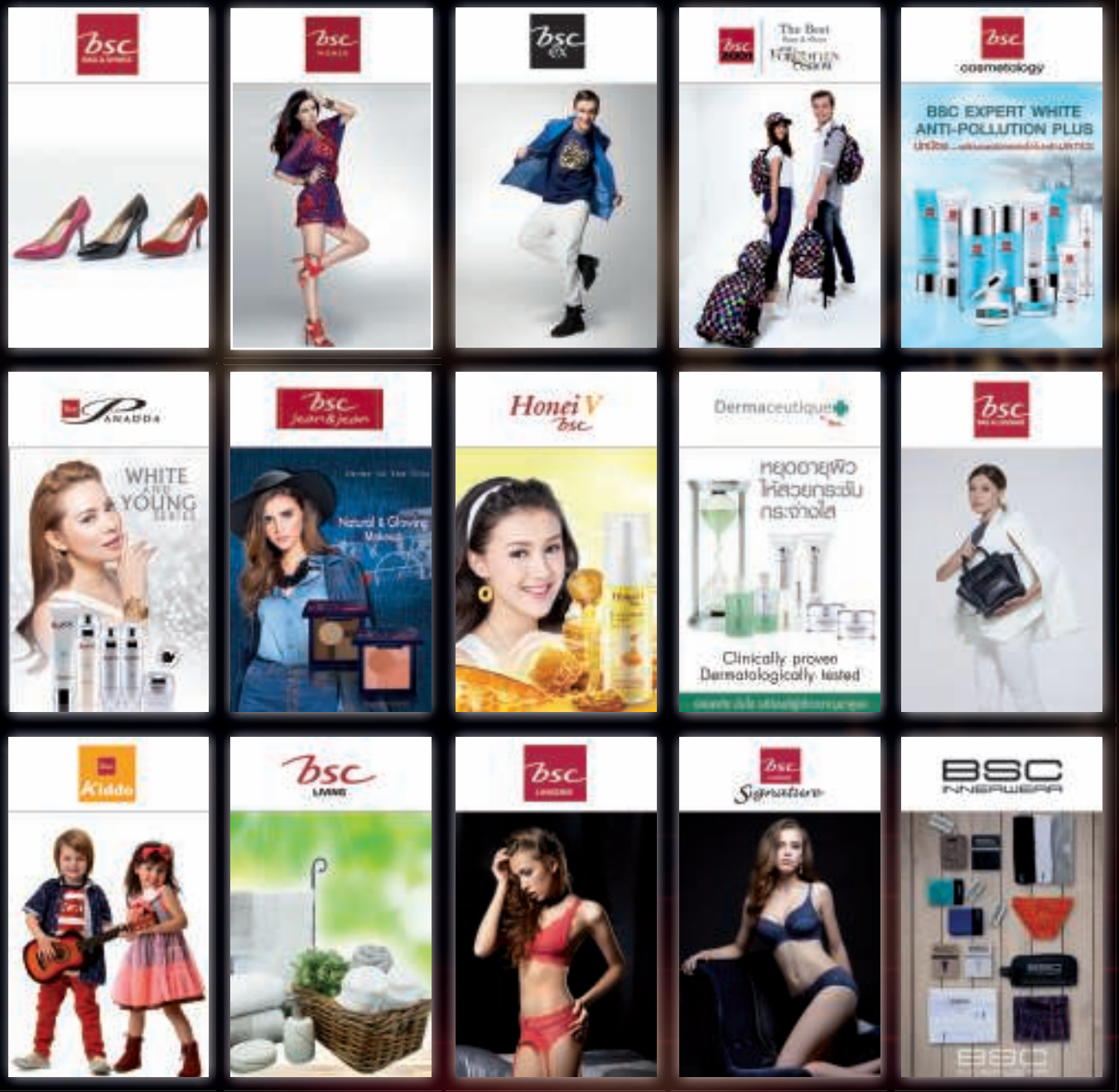
“If you can compare the past with the present, you will gain an insight and be able to predict the future.”

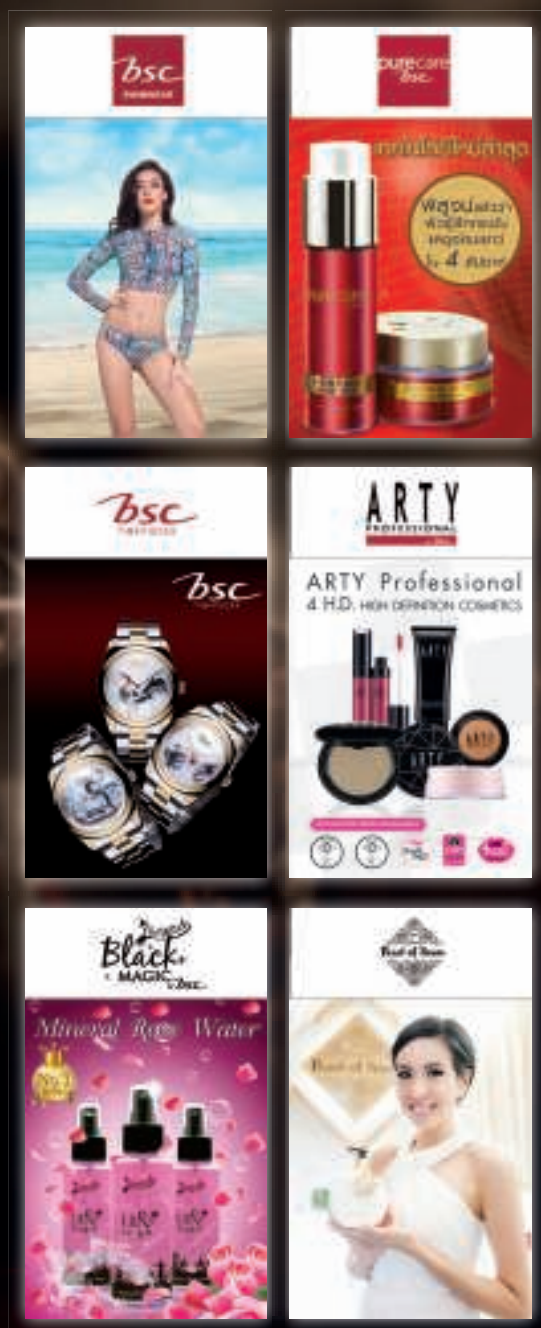
If we revisit the past in order to recall our mistakes and failures, we shall be able to live without being complacent and improve ourselves accordingly. When we revise our past, we can be proud of our achievements. However, we must not be so overjoyed about them that we become complacent. When we recall our mistakes and failures, we must commit them to memory and analyse them thoroughly, so that we may find solutions to them and will not allow them to happen again.

Not only must we compare changes in the past with those in the present, but we must also study their trends, so that we can be prepared for the future.

When we carefully study what we do right or wrong each day, we will learn what should be continued and what should be rectified. It is like consulting with a teacher and be advised.

For me, to be wrong is to have a teacher, to be right is also to have a teacher. If you do things by trial and error, you have many teachers.





Wacoal



ARROW



USA • 1851





LIFE IS A BEAUTIFUL SPORT **LACOSTE**





By Appointment
To Her Majesty The Queen
Dressmaker
DAKS Limited
London



By Appointment
To H.M.B.E. The Duke of Edinburgh
Dressmaker
DAKS Limited
London

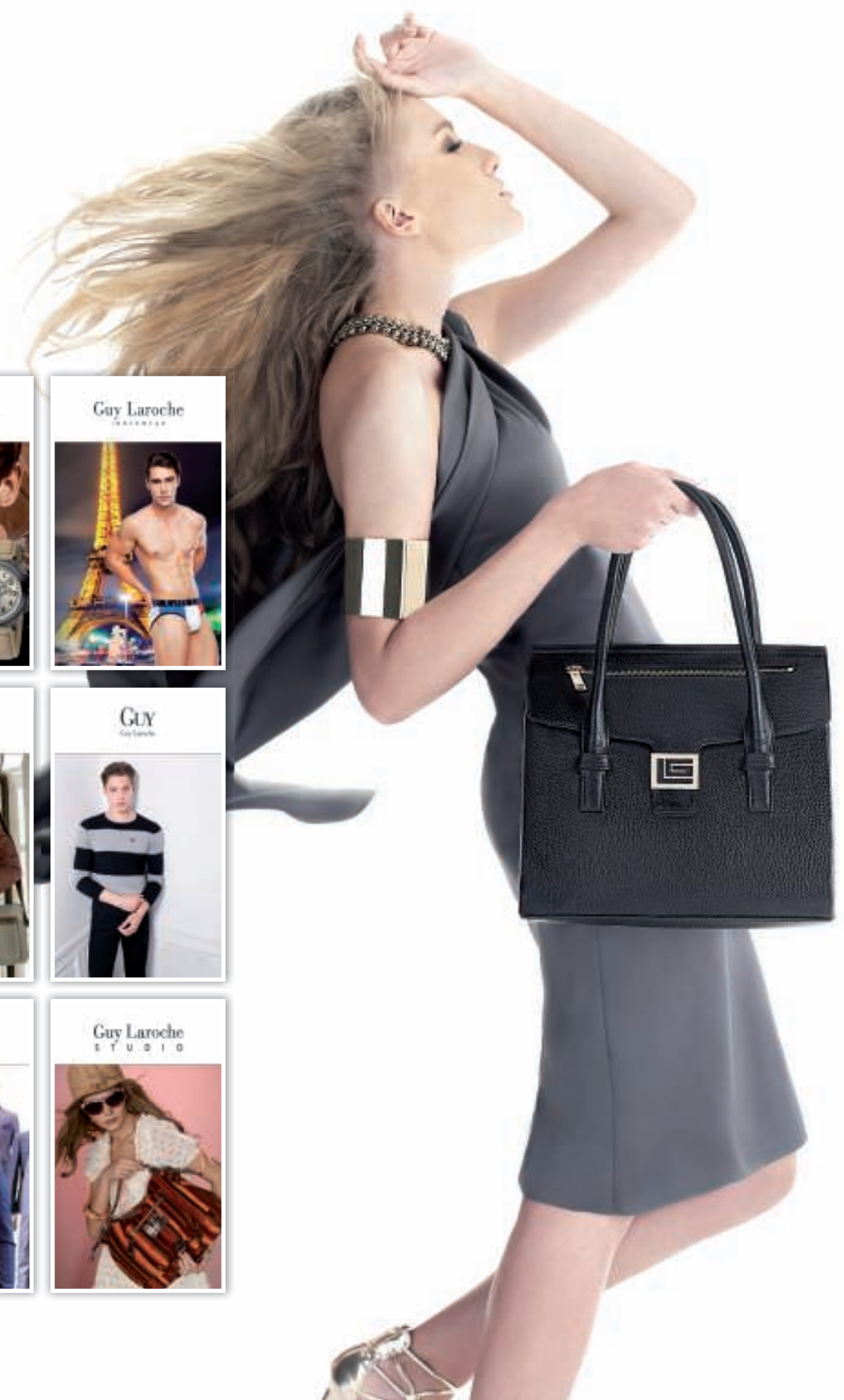


By Appointment
To H.M.B.E. The Prince of Wales
Dressmaker
DAKS Limited
London

DAKS
LONDON

Guy Laroche

P A R I S



Guy Laroche



Guy Laroche



Guy Laroche



GUY

Guy Laroche

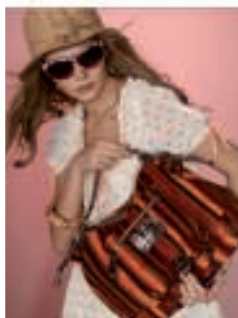


Guy Laroche



Guy Laroche

STUDIO



The highest satisfaction in products and services is one of the most important factors that customers are concerned no lesser than quality of products to which the Company shall never overlook. Creating added-value to the products and services has been done continuously, including to build up long term relationship with customers driving our business towards sustainability and success.

I.C.C. International Public Company Limited emphasizes on responding to customers' satisfaction on our products and services as well as building up good relationship with customers by establishing **"Customers Relations Center"** as a channel for communication between customers and the Company. Experienced personnel and modern technology have been used to facilitate fast and efficient services apart from creating good impression amidst business competition.

The operation of Customers Relations Center not only answers to customers' enquiry, solves problems or receives complaints, but it also gathers information on customers' spending behavior and demand. These information will then be analyzed and implemented for further products and services development to meet customers' demand in every target group. Moreover, Customers Relations Center is another channel for investment enquiry, answer the questions as well as provide advice to stockholders.

Customers who have any suggestion, complaint or comment can contact the Customers Relations Center at telephone number 0-2294-4999 or by reply mail provided at counter sales throughout the country which can be sent by mail without postal stamp. E - mail is also available at services@icc.co.th.

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, soy milk mixed with corn, 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 follows :

| | |
|-------------------|-------------------------------|
| Chiang Mai | Inthanin Chiang Mai Co., Ltd. |
| Songkhla | Inter South Co., Ltd. |
| KhonKaen | 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 products 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 : to provide customer service via phone call.
- His & Her Plus Point : the program invites our customers

to join the program and give the special privileges for members by accumulating points from their purchase of the Company's products at sales counters nationwide. Members receive 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 has brought together the Company's wide-range of fashion products with modern decorating 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 respond 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 the Company's products.
- eThailandBEST.com : is the online shopping mall, with complete product line in many categories. By simple fingertip touch, you can select to purchase quality and complete line of goods conveniently throughout 24 hours at best prices directly from manufacturers and distributors within Saha Group, a conglomerate group of leading companies which has been established in Thailand for over 60 years.
- Beauty Station : a new channel to discover the integrated cosmetic products of interest to customers from both local and foreign brands in one place. This one-stop-service shop can fit customers' lifestyle and provide choices for customers, while retaining excellent counter service style.

New Business and Products 2016

- YISHION, an Asian leading street fashion brand for new generation with outstanding lifestyle, unique and bold to changes.
- DESIGUAL : Clothing and Accessories from Spain with outstanding sewing design. Emphasize on trend, bright colors and fun.
- ENFANT: Products for children under Healthy & Safety concept for kids' hygiene and safety. Selective product mixtures with natural ingredients, safe, gentle to

sensitive skin, nourishment with care for good health and hygiene. Present new products such as:

- **Enfant Organic Gentle Baby Toothpaste Gel 6M+ :** Toothpaste for children 6 months and up with Banana & Strawberry flavors.
- **Enfant Organic Plus Natural Baby Powder :** Children baby powder made from corn flour and Talc-free.
- **Enfant Organic Herbal Soothing Cream:** Relieve itchiness and reduce black blemish from mosquito and insect bites.
- **Enfant Organic Bye Bye Mozzie Lotion:** Mosquito prevention lotion, protection your child from mosquitoes and insects with extracted organic oil 100%.
- **Enfant Organic Plus Face & Body Sunscreen Milky Spray SPF 30PA+++** sunblock spray, thin and light texture.
- **Enfant Organic Plus Shea Butter Nurturing Balm:** help protect skin from dryness and pollution, while moisturizes skin for a long time.
- **ENFANT BEAUTY MOM:** Products for mothers that do not contain any hazardous chemicals, safe for pregnant women and babies such as Enfant Beauty Mom Nipple Moisturizing cream, nipples nourishment product for Mothers who need special skin care while breastfeeding, rich with nutrients from Shea butter and 5 types of natural extract oil, revitalizes dry skin.
- **ENFANT:** Children's clothing presents children swimwear with cute design, especially sewn for small children to wear comfortably.
- **VIRTUAL AR STORE:** Surreal department store technology that mixes real world and virtual world, by overlapping three-dimensional pictures in the virtual world and projected on the screen through AR store, a mixture of new and original sales procedure, which increases shopping convenience for consumers.
- **VIRTUAL FITTING ROOM :** Use digital camera technology to detect movements with Image Processing. Customers can try on an outfit and seen on screen instead of actually wearing it. Customer's picture is shown on the screen and then click outfit that customer likes to try on. The system will assess and show customer wearing the outfit on the screen. The VIRTUAL FITTING ROOM facilitates customers to mix & match shirts, blouses, pants and coats etc. in a variety of ways until they are satisfied without having to wear and take-off like traditional fitting.

- **AR TAG** is a new technology which combines reality with virtual world. Pictures are projected in 3 - dimension and float on actual surface. This new way of advertisement media on the internet is then exciting as we can see products from TAG labels float onto computer or mobile screens.
- **QUICK BUY :** Customers can purchase goods through QR Code by Quick Buy using AR technology to create Virtual AR Store and Virtual Fitting Room. "WoW" Price technology can facilitate customers to purchase products they prefer immediately by scanning QR Code through mobile application (Smart Phone) and connect to www.eThailandBEST.com, ready to provide rapid free delivery service to your home.

Vision / Mission / Objectives and Working Strategies

The Board of Directors is aware of the significance of the Company's performance, so they participate in setting up the vision/ mission, objectives and working strategies for its business operation. This is to ascertain that both management and employees have the same direction in running business target. Review on this business plan shall be carried out annually.

Vision

To be committed to become fashion leader at the local, regional and international levels covering a variety of marketing channels and customer groups by adhering to virtue and morality principles towards sustainable future.

Task

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.

Mission

To build up cooperative network with customers, trading partners and society, as well as to improve valuable and efficient services by implementing digital information technology and develop automation management system to respond quickly to the changing needs of customers, trading partners and society. This can enhance the Company competitive advantages that can cover various customer groups in different channels.

The globalization age and free trade policies have also affected an intense and growing severe business competition in Thailand. Apart from local competitors, players from foreign countries also join in this high potential 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 :

Principles of Thought

1. Fight for Glory : Enhance fighting spirit among employees which shall start from one selves and become the role models for others in achieving their goal and win in business competition by using strategic planning with consistent follow-up and open-mind for any improvement and adjustments.

2. Think positive: Stressing the ideology on positive thinking among employees to make them confident that they can surely succeed and achieve their goal. Always keep thinking of the success without condition with confidence that nothing can prevent them from success.

3. Discipline : Build up working discipline including communication and honesty in operation, with loyalty to the organization. Consistent follow up and improvement of working performance have also been stressed.

4. Faith : Promote self-motivation among employees to make them confident on their capability that they are can achieve their goal. Being good to one selves and others has also been promoted, as well as creating good faith towards their colleagues, subordinates, the Company and the country in order that employees shall be proud of, confident and be committed to their working.

5. Readiness : Personnel development has been made to promote awareness on providing rapid customer services, dare to be decided and operated under the policy of respecting customers' values with full responsibility as the Company's employees.

6. Integrity : Employees have been promoted to be honest and righteous to themselves, other people, the Company, society

and also the nation both in the open and secret places.

7. Unity : Employees are enhanced with way of thought to be in good cooperation and solidarity in order to work in the same direction to achieve the corporate goal.

The Company is committed on creating competitive advantages and added value to customers by developing business network with trading partners and customers in various distribution channels. Many systems and working procedure have also been improved to conform to rules, regulations, and the changing customers' needs by applying information and digital technology to create good value to new customer groups with efficient and quick response to the needs of customers and trading partners for mutual and sustainable business growth.

Hence, the Company was reviewing Vision and Mission in every year to be aligned with current economic, and already reviewed and approved by the Board of Directors' Meeting, dated 24th February 2016.

Business Target and Strategies

The Company emphasizes on proper marketing methods that can create business differences, innovations, access to business opportunities and marketing gaps in order to attract new customer groups. Customers participation has also been established to create impressive experiences in different marketing channels to comply with digital changing age. Brands loyalty and confidence has been enhanced as well as retaining existing customer group by improving value of the products, services and also brands image to make them a part of their daily life with following strategies:

1. To build up new market format by implementing digital information technology, creating a quick and convenient way for customer to participate in our activities and also build up experiences with new customer groups to establish value of the brands in their top of mind. Customers have been allowed to participate (sharing-economy) in product design, build up network among customer groups for mutual and sustainable service improvement.
2. Build up our own fashion brands by joint development with production partners who acquire flexible management, keep up with trends at competitive cost that creates economy of speed in design, research and production.
3. Establish His & Her Shop as a hub or connection network with various customer groups who can be quickly and efficiently served at one stop service equipped with digital technology to meet customers' spending and changing lifestyle.

4. To retain existing market by setting up internal processes and systems that can be efficiently and quickly adapted to changes. Taking care of existing customers with quality of products and services, substantial and concrete improvement of working procedures and research system, as well as creating good impression to customers with innovation and creativity that can be physically and mentally perceived
5. To develop intelligence operation system (IOS) by improving integrated information and digital technology systems in terms of Digital Supply Chain. The objective is to simplify the complicated system due to the current changes in customer demands, economic situation and unexpected social shift as well as rapid technological changes. This is to facilitate our quick decision-making and operation which result to supply chain management efficiency starting up from the raw materials suppliers, producers down to marketing and selling teams until end users or customers. This results to competitive advantages in reduced management cost, precision and accuracy in business decision making, empowered management in handling of fluctuation and inconsistency of the current situation to be prepared for the new type of business in the future.
6. Improve the Company's internal and external images by developing our working processes into automation system which can create working efficiency coupled with open culture. This allows a compromise and positive with open-mind attitude towards working among different generations, by adhering to virtue, morality principles and transparency in every working level.
7. Personnel development has been enhanced to keep them up with modern trends while stressing on value customer services. Emphasize on specific skills or job qualifications (skill matching) to make them work efficiently on integral basis. The objective is to create value and sustainable contact with customers with lifelong learning concept.
8. Cooperation with educational and research institutes to attract new employees who possess different ideas with open-mind in learning new things from the Company's experience.

Further that, the Board of Directors is following-up on business strategy implemented and the Management Team will report the business strategy implemented plan and how to manage the business strategy to the Executive Committee and the Board of Directors in following, in monthly basis. And specify as a must agenda to be acknowledge and discuss in monthly meeting, and provide the review plan in quarterly basis, to be aligned with the comment from the Board of Directors and the Executive Committee.

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 three 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 | 81.92 | - |
| | and abroad including | | |
| | Import and export | | |
| 3. Thai Itokin Co.,Ltd | Manufacturing and distributing | 58.16 | - |
| | women's wear | | |
| 4. Worldclass Rent a Car Co.,Ltd. | Operating car rental business | - | 25.00 |
| 5. International Leather Fashion Co.,Ltd | Manufacturing genuine and artificial | - | 28.00 |
| | fashion leather goods | | |
| 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 | - | 30.00 |
| | (selling products via Satellite TV) | | |
| 9. Canchana International Co., Ltd. | Distribution of products | - | 40.00 |
| (Kingdom of Cambodai) | | | |
| 10. Nanan Cambo Solution Co., Ltd. | Real Estate Investment | - | 49.00 |
| (Kingdom of Cambodia) | | | |
| 11. Issara United Development Co., Ltd. | Hotel | - | 25.00 |
| 12. Thai Secom Security Co., Ltd. | Security | - | 25.50 |

2. Shareowning in the company that may have conflicts of interest per notes of investment in related companies on page 62-67 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, 2016 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. SahaPathana Inter-holding Plc. | 9.97 | 22.49 | - | √ | - | - |
| 2. Sahapathanapibul Plc. | 10.19 | 8.53 | √ | √ | - | - |
| 3. Thai Wacoal Plc. | 5.09 | 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 | 9.45 | - | √ | - | - |
| 12. Tiger Distribution & Logistics Co., Ltd | 19.90 | - | √ | - | - | - |
| 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. | 58.16 | - | √ | - | √ | - |
| 19. International Leather Fashion Co.,Ltd | 28.00 | - | √ | - | - | √ |
| 20. Shop Global (Thailand) Co., Ltd. | 30.00 | - | √ | - | - | √ |
| 21. Canchana International Co., Ltd. (Kingdom of Cambodia) | 40.00 | - | √ | - | - | √ |
| 22. Amis Du Monde Sarl. (France) | 81.92 | - | √ | - | √ | - |

Remark : The Company has adopted the cross shareowning structure or pyramid type due to the Company's original business operation characteristic before being listed in the Stock Exchange of Thailand. However, such cross shareowning structure is not contrary to the Article No.14 of the Notification of Capital Market Supervisory Board No. TorChor 28/2551 on 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 sale 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. The introduction of new communication system such as Program Line enhances more rapid communication and access to consumers immediately. With the introduction of such technology, emails are no longer popular, consumers' behavior has changed. The BSC Cosmetology is prepared to handle such changes by adding new online marketing channels such as Facebook. Currently, its Fanpage is over 500,000. This customer base is cumulative for other marketing channels, participate with online marketing channels of business partners such as tarad.com, bento website etc. In 2017, BSC Cosmetology has expanded online marketing channel to meet customers' purchasing lifestyle. Nowadays, we have to admit that the way to purchase products has changed from going to selling points to purchase through online channels or we can say that "mobile phone is everything". We cannot refuse that nowadays mobile phone is an equipment we cannot live without, because besides using mobile phones for calling, it has many other functions in daily lives such as joining online social network, watch videos, entertainment, education, account management, transfer money and payment for services etc.. The BSC Cosmetology is aware about the importance of this equipment as a channel to penetrate to target groups by selling on www.eThailandBEST.com, which is a new online marketing channel of the Company and has also joined with online marketing partners in various businesses such as TARAD.COM, Bento website, OKBEE.COM etc. We also increase communication and product distribution channel through Line Application as well. 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. In 2015, the Cosmetics and Perfume Department has presented new product marketing style or "BSC Beauty Station", which provides opportunity for local and foreign investors especially the ASEAN Market to co-invest in new Cosmetics Business, One-Stop-Shopping Style, which gathers famous cosmetics brands in one place. Investors can plan their investments and marketing targets. They can determine product investments and furniture, which normally is complicated and main problem for investors, due to variety of local and foreign cosmetics brands. Customers can select every type of cosmetics at BSC Beauty Station to meet their lifestyles. These days, customers want to choose a variety of products in one place quickly and completely. Hence, to assist investors not having to bear high expenses for cosmetics business, we put many famous brand names together in one place such as BSC Cosmetology, BSC Panadda, Sheene', Arty Professional, Pure Care by BSC, imported cosmetics and many other famous brand names. The strength is well-known brand names, which have long gained trust from customers. Therefore this will become another channel for local and foreign investors especially ASEAN countries to make bold decisions and confident to invest and engage in business with BSC and conform to welcome the ASEAN Economic Community (AEC).

- Women's Wear Industry

The Company has been promoting every brand of women product groups which we have dealership on a continuous basis. There are 5 main brands : Wacoal, BSC, BSC Signature, ELLE and Kullastri. By adding variety to products as well as functions, customers can choose to wear them appropriately to suit the occasions. Customers are also aware about our consistent product developments through our outstanding innovations.

- 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 2001, Hornbill, Cool Metropolis, Gunze, Mizuno, Le Coq Sportif, Maximus, Felix Buhler And Hazzys. The main distribution channels are department stores in Bangkok and upcountry, with regular sales personnel providing product advice and an after-sales service. A new distribution channel has also been opened in discount stores, as well as in shops that have opened in shopping malls, TV channel and E-COMMERCE.

2. Revenue Structure

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

(unit : million baht)

| Product lines | 2016 | % | 2015 | % | 2014 | % |
|---|------------------|---------------|------------------|---------------|------------------|---------------|
| Revenue from sale of goods | | | | | | |
| Cosmetic, toiletries & perfumeries | 1,299.79 | 9.65 | 1,296.29 | 10.03 | 1,387.04 | 11.04 |
| Women's apparel | 4,388.00 | 32.59 | 4,130.21 | 31.96 | 3,699.61 | 29.45 |
| Men's apparel | 3,356.02 | 24.92 | 3,236.10 | 25.04 | 3,252.97 | 25.89 |
| Other | 3,571.57 | 26.52 | 3,680.22 | 28.48 | 3,693.38 | 29.40 |
| Other income | | | | | | |
| Dividend income | 526.68 | 3.91 | 378.45 | 2.93 | 332.52 | 2.65 |
| Gain on disposal of property, plant and equipment and investment properties | 35.18 | 0.26 | 0.59 | 0.01 | 5.44 | 0.04 |
| Gain on disposal of leasehold | - | - | - | - | 22.27 | 0.16 |
| Share of profit of investments in associates | 51.13 | 0.38 | 44.66 | 0.34 | - | - |
| Others | 237.58 | 1.76 | 157.55 | 1.21 | 191.86 | 1.53 |
| Total Revenue | 13,465.95 | 100.00 | 12,924.07 | 100.00 | 12,562.82 | 100.00 |

3. Major changes and activities in 2016

• BSC COSMETOLOGY

Founded : October 2005

In 2016, the printing industry encountered severe crisis from readers' behavior changed by current technology. Readers have given up reading information on paper instead they slide on screens to read what they are interested in through online world. The worldwide economic recession also affects advertisement income, which is the "main pipe line" for a variety of printing media channels. Consequently, many famous magazines have to close down their business. Advertisement income in the latter 10 years reduced by more than one-third. Many newspapers also announced no new employment, even though advertisement income decreased lesser than magazines. We must accept the fact that nowadays, digital media has replaced printing media. Digital media has become a part of consumers' daily lives, which directly affects 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. In the past year, we engaged in marketing through E-Commerce channels such as O-Shopping, Bento Website, Seven-Eleven Online Catalogue etc and made Viral VDO to boost image and Brand name to become more well-known. Last year, we launched the marketing campaign “the Best Powder: Soft Filter from BSC” with Miss Natalie Glebova, Miss Universe 2005 as the presenter. The “World Class Cosmetics” concept is retained while boosting image of BSC Cosmetology Brand to become world class cosmetics. The marketing communication emphasizes on new innovation “Soft Focus” concept that has the property to disperse light as if implanted with filter, the skin looks much radiant like using filter from Photoshop application. This campaign is well received by the skincare customer group. BSC Cosmetology also promoted the Whitening product group with the newest innovation: BSC Expert white anti-pollution plus, ready to protect skin since the first usage from every type of weather condition either sunlight, heat and UV ray of Thailand. This product series has introduced new innovation of popular food nutrients (Pollustop), which acts as smart mask to protect skin from pollution in daily lives as our environment is risky for skin diseases. Skin may become dry, scorched, deteriorate due to weather condition and toxic pollution. Hence, BSC Cosmetology created skincare innovation that whitens skin and face, reduces wrinkles, strengthens skin and get rid of toxics from face and protect skin from pollution since its first usage.

- **Sheene’ : Presents “Sheene’ Mobile Beauty” Concept.** With Mobile beauty station, customers can select cosmetics products in a new way which has been provided with easy and direct access rather than waiting for customers to come for service. This really meets women’s rapid lifestyle in this digital age which they prefer more outdoor lifestyle. Last year, after this concept was launched in Saha Group Event and received well feedback from customers, trading partners and shops owners during the Event, Sheene’ Brand then expands Sheene’ Mobile Beauty nationwide and have received good response beyond expectation under the concept : “Beautiful, Modern, and Easy Access”. Nowadays, shopping behavior has changed, while the Brand is well aware and has adjusted distribution method to meet customers’ lifestyle.
- **Pure Care: Presents “Royal Rice Series” Product:** Rice bran oil innovation has been inspired by participation in using rice bran oil extract under the Suan Jitladda Royal Patronage Project, to encourage products of local farmers, supporting them to attain sustainable lifestyle, self-reliance coupled with reduction of imported raw-materials. The Riceberry Bran Oil is rich with natural Vitamin-E and gamma oryzanol, which is acceptable worldwide with its properties of skin nourishment and anti-aging with firm and smooth skin effects.
- **Arty Professional : Arty Professional Cosmetics by BSC** launches a concept “The 4 H.D. Selfie with Confidence and Clear Skin through the Screen”. This newest product enhances beautiful makeup made easily by the latest innovation: Hybrid Powder technology, which can create film layer on skin to help make a beautiful and clear look on every skin problem either dark marks or blemishes. Users can feel confident that even high definition camera (H.D.) cannot destroy the beauty of their skin.
- **BSC Panadda : Presents “The Power of Make up” Concept.** BSC Panadda, the leading Brand name for false eyelashes emerge to change women’s look to a remarkable beauty with the power of false eyelashes. As we well understand the differences in eye shape of each person, we thus create new beauty for women by using the magic of makeup and false eyelashes. With the concept “Just attach, your life changes”, the new product “Open Your Eyes” false eyelashes can be easily adjusted to any new design by yourself to most fit with your eye shape.
- **Marketing Campaigns to Create Good Activities for Society : ICC The Most Beautiful Day**
The Company is well aware of participation in social development to good society filled with good stories for enhancing morale and inspiration. Therefore, we launched a marketing campaign “The Most Beautiful Day” to be a channel to encourage and giving assistance to the poor and needy people in society. In 2016, we have joined the project with Ratchanakarin Child Development Institute to procure wheelchairs and medical equipment for children and handicapped people. The objective for this campaign is to receive donations of money or unused wheelchairs and medical equipment for the handicapped, and also calling for volunteers to help repair these equipments at Ratchanakarin Child Development Institute, Chiang Mai Province

- **Distribution Channel by “One Stop Shopping” : Beauty Station**

At present, the purchasing behavior for cosmetics products has changed tremendously due to the new and rapid marketing communication which is easy access to the target groups. Customers have more freedom and choices which are not limited to the traditional way of purchasing at the sales counters. This change has opened up new opportunity to gather cosmetics products of many brands both owned by the Company and other companies, which are of interest to customers into one place (One Stop Service Shop). The Beauty Station then meets customers' lifestyle and gives them freedom for choices while retaining good counter services.

- **Wacoal Pink Ribbon Fight against Breast Cancer Project**

Current statistics shows that the number one cancer found in women is breast cancer. The age of women with breast cancer decreases and this is quite alarming. Wacoal therefore organized the “Wacoal Pink Ribbon Fight Against Breast Cancer Project” to be responsible to society and create good activities for Thai women. The campaign against breast cancer has been launched for 16 years to create awareness among women about the importance of consistent breast cancer checkup as well as assist patients to get the opportunity for immediate treatment of cancer. If it is found early, it can be treated and truly cured. In the past year, we helped promote Thai women to stay away from breast cancer by various activities such as:

- **Wacoal Pink Lady Service**

Wacoal Pink Ribbon Fight Against Breast Cancer Project has joined with National Cancer Institute to organize “Wacoal Pink Lady Service” activity by training our 800 salespersons to be mediators of circulating information to customers on how to check the breast cancer by themselves. The target is to expand Wacoal service network nationwide by organizing activities on a continual basis since early 2016 and with cooperation from experience doctors and nurses in breast cancer from the National Cancer Institute. Salespersons who have been trained will receive Wacoal Pink Lady pin as Wacoal's representatives to provide advice or suggestions to customers about danger from breast cancer, risk factors, and the right method to check for breast cancer by themselves. This also include an advice in selecting proper bra (Balancing Bra) to enhance confidence to customers who have ever been through breast cancer operation as well as guideline for good health and stay away from this disease.

- **Wacoal Cares for Your Breasts. Mammogram Saves Your Life (Year 7)**

Wacoal has cooperated with the National Cancer Institute, Regional Cancer Hospital, Department of Medical Services, and 25 leading Bangkok Hospitals nationwide. The objective is to promote Wacoal customers to check for breast cancer with mammogram and ultrasound machines as well as simple breast cancer checkup technique by themselves. Customers can then change their behavior and check their breasts consistently to stay safe from breast cancer. With this promotion, when His & Her member customers purchase Wacoal lingerie with accumulated value at 12,000 baht (net) between 1 July to 31 October 2016, they will be given one breast cancer checkup coupon for mammogram treatment one time free of charge at National Cancer Institute, Regional Cancer Hospital, Department of Medical Services, and every branch of Bangkok Hospital nationwide (except Samui and Sanamjan) as well as 25 leading clinics nationwide.

- **“Wacoal Pink Ribbon Fight Against Breast Cancer Beauty Inside 2016” Road Show**

Wacoal has cooperated with the National Cancer Institute and the Cancer Association of Thailand under the Royal Patronage to organize roadshow activity “Wacoal Pink Ribbon Fight Against Breast Cancer Beauty Inside 2016”. The objective is to promote a campaign nationwide among Thai women to checkup for breast cancer with mammogram and ultrasound machines as well as educate them to take care of their own health and breasts consistently so as to be safe from breast cancer. The campaign also invites Wacoal customers to be a part of givers and send their well wishes to needy breast cancer patients. A volunteer group has been organized for activity to decorate hats to be given to needy patients who have received chemotherapy treatment. Other activities include selling Wacoal products and souvenirs designed by M.L. Jirathorn Jiraprawat, with proceeds to be donated to the National Cancer Institute Foundation and the Cancer Association of Thailand for needy breast cancer patients treatment.

- **Balancing Bra Donation**

Wacoal has organized the Balancing Bra Donation Charity Event and invited customers to become givers to help needy breast cancer patients. The activity includes donating Balancing Bra with artificial breasts to women who have had breast cancer surgery directly through organizations and government units such as Red Cross presidents from various provinces, charitable organizations, government and private hospitals including department stores and shops nationwide. This Project has received cooperation from various organizations in delivery Balancing Bras to needy breast cancer patients who need surgery.

- **Contribution of Donations**

Donations have been given to help society under Wacoal Pink Ribbon Fight Against Breast Cancer Project as follows:-

- Vachiravej College Chalermprakit Foundation under the Royal Patronage : Wacoal donated 5 million baht to build Breast Cancer Center at Khon Khaen Hospital to be the breast cancer treatment center for women in North-East Region.
- Cancer Association of Thailand under the Royal Patronage : Wacoal has donated 1 million baht for Fight Against Breast Cancer Activity.
- National Cancer Institute Foundation: Wacoal has donated 1 million baht for the needy breast cancer patients treatment.

- **Bra Day Project : Valuable Bra Creates Jobs and Environmental conservation**

With the 5th year social development project, “the Bra Day” helps promote environmental conservation by stimulating women nationwide to checkup their bras, taking care of their health, and donating their unused bras in order to dispose garbage by sustainable eco-friendly method. Jobs are also created for women in safe house to help them regain confidence to live happily in society. These activities can be identified into 3R: 1. Reuse: to donate new raw materials for bra production to the Women Status Promotion Association. These materials shall be handmade into products to create income and jobs for women in safe house. 2. Reduce: the used bras are disposed in the closed disposal system to be used as fuel for cement production. As a result, fuel consumption is decreased while pollution to environment and greenhouse gas effect shall also be reduced 3. Recycle : the remains from used bras such as wire, rings and hooks can be recycled into smelting metal which are considered very efficient and worthwhile way of using resources.

- **Arrow : Fabric-Design Innovation**

Arrow Shirt “Wrinkle Free No Iron Plus Quick Dry” needs no iron, just wash and wear, easy to iron, dry fast, and comfortable wear. Shirts are made from cotton fabric with specially long fiber mixed with microfiber and fine yarn at micro level, so that the fabric is fine, soft and has the quality to become wrinkle free, easy to iron or no need to iron at all. Wear after washing, save time and energy, comfortable to wear. Feel cool when wearing, not hot nor foul-smelling.

Arrow Slack “Freedom for Every Movement”

- **Max Move** : Wonderful pants, most comfortable to wear from fabric and sewing (I-Flex) innovation development.
- **Easy Move** : Working pants, adjustable to individual body shape, size and time period (Adjustable Waist)
- **Relax Move** : Pants for trips, comfortable to wear, many colors selection

- **Arrow : Social Innovation**

The “Unused Clothing Help Thais and World Population” Year 6 project organized by Arrow helps promote public donation of their unused clothing to help flood victims through Arrow activities. With this ongoing project since 2011, Arrow has been donating clothing through various media channels and charitable organizations nationwide until Year 2016.

- **LACOSTE : EXOTIC LOOK**

Lacoste introduces a new idea for outlet decoration by using Standard Fixture for a new set of furniture. This has been inspired by modern architectures that emphasize on the importance of environmentally-friendly furniture. The material is light, energy-savings and using pollution free production method. Additionally, the Pop Up Store design used during the launching of Lacoste L.12.12 Collection has also been applied by adding new and special features with striking colors to attract customers attention while displaying our new collection.

- **LACOSTE : CREATIVE INNOVATION**

Lacoste comes with complete idea LACOSTE Style. The Flagship Store, Central World Branch, 2nd Floor, the first and only in Thailand is complete and biggest in the Asia Region with over 500 square meters in the heart of Bangkok. It is

decorated with large Polo bar and the Store has the most colors and designs in Thailand. It meets customers' demand for product variety and designs from head to toe, for ladies, gentlemen and children. It is Lacoste one stop service, Thailand. We also provide embroidery service for initial alphabets on Lacoste polo shirts for various festivals.

- **Lacoste: Technological Innovation**

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

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 sale 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 Even though met the outbreaks of economic and political crises in 2012. Given the fact that most of the Thai women still care for themselves, most of beauty care products still showed good promises in sales. In 2015, the competition in cosmetics market has become more intense due to investors such as cosmetics flagship stores in complete form, world class cosmetics shop "Sephora", which carry world class brand names beauty products, entered the market. Thai ladies will then be updated about beauty. The expansion of discount and convenient stores gain more access to consumers. The marketing strategy is more offensive with brand names cosmetics counter group using Integrated Marketing Communication: IMC, which includes organize promotion, advertisement media and new product market. Organize activities and expand distribution channels to reach targeted groups. In the past, counter brand cosmetics have changed from former advertising channel by television media to create wide brand awareness to online advertisements to access to customers quickly and all the time. This not only includes prime time but the market has changed television advertisements as introductory communication channel and use online advertisement channels as follow up channels for purchase decision. 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 cosmetic 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 with more roles 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 attracting new buyers. Modern technology plays a greater role in sales promotions in order to get more intention 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. Must always be concerned about social responsibility, which adds brand value in consumers' opinion. Department stores respond to plastic bags usage reduction so as to reduce the Green House Effect. Each Store organized campaigns such as higher discount when purchase goods, do not use plastic bags, determine No Bag Day to campaign to customers not to use

plastic bags for their product purchases, accumulate additional points for not receiving plastic bags and make fabric bags as premium for exchanged purchase and gift to customers.

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, ranged from products, packaging, distribution channels, deliveries and marketing. It aims at achieving innovation for better responsiveness in order to meet consumers' demand.

2. Discount Store The major change occurred in discount store industry when Carrefour, giant discount store, announced to sell its business. Casino Group won and bought the business. The major shareholder is BigC Supercenter Public Company Limited. In 2016, Casino Group wanted to sell 58.6% of paid-up capital shares to reduce debt in business operation abroad. Lately, it announced to sell its business in Thailand to **"TCC Corporation"** or TCC Group that belongs to **Mr. Charoen Siriwattanapakdee**, owner of Chang Beer. The deal in Thailand was carried out "quickly" in a period of **"less than 2 months"**, because of the "demand" that Mr. Charoen wants to own BigC and thus tried to end the deal quickly by **"cutting out competition"**. This emerges a new era for the hundreds of billion baht deal since beginning of the year. From this deal, TCC Group will have the integrated business from upstream to downstream in Thailand (production till distribution) and become the major company in retail group in Thailand and Vietnam. In Vietnam, METRO is the wholesale store similar to MAKRO while BJC group has B'smart shops. BigC may benefit from business expansion abroad, especially in CLMV, which is the main target of TCC Group. Vietnam is particular country where the Group has wide connection. Currently, there are both traditional distribution channel (distributors) and modern trade (wholesale + convenience stores). It is believed that TCC Group will join the bidding for BigC in Vietnam, which has the policy to sell its business as well. Now BigC has 125 hyper market branches (BigC Supercenter, BigC Extra and BigC Jumbo), including 55 branches of BigC Market, 394 branches of Mini BigC and 146 branches of Preaw Drug Store. This TCC Group's business is second only after Tesco Lotus. The BigC business takeover deal not only shook the market leader "CP-Tesco-Central" to seize the retail-wholesale market share in Thailand worth 3.3 trillion baht, but also will act as a spring board to complete Mr. Charoen's group to cover the whole range of business including products, distribution and sales channels. Particularly in Vietnam, even though the current market has not much grown up compared to the retail stores in Thailand, but it obviously foresee a great potential to grow in the future. Therefore, it is not surprising to see that after "BigC" Thailand deal has already ended, the Casino Group also announced to sell "BigC Vietnam" business since mid-December 2015 as well, and the major discount store groups in Thailand showed interest in this deal all along. After such business disposal, the competition in discount stores market become more intense while consumers still gain the most benefit from this competition. Discount stores have tried to enhance their image while price strategy has also been used in competition which is so fierce that many competitors have disappeared from the market. Price dumping resulted to gaining the negotiation power on hand, business entities then can request for margins and benefits in an offensive way with every type of operation strategies. This caused heavy burden to trade partners in facing greater competition, with higher cost of sales and marketing. Additionally, discount store business is mostly foreign investments, which can expand its base and open more branches continuously, including expansion in terms of the convenient stores and small supermarkets implanted into various communities to establish base where they can negotiate with trading partners. Discount stores also cooperate with more than 70 business allies to provide joint service for bill payments and will cover to more services in the future. This marketing tool attracts customers to use this service as it meets their lifestyle with time limit, so they prefer going shopping and using other services in the same place at "One Stop Shopping and One Stop Service". In the future, discount stores expect to expand the services by searching for other allies such as ThaiTicketmajor to increase ticket sales channel for buses, concert tickets, postal services, etc. With this strategy, discount stores can organize marketing campaign along with selling their products. For example, if you use pay bill service, you will get discount coupon for purchasing products. This is the pool marketing with high and efficient result. In the future, discount stores plan to do an integrated Online Shopping to reserve for the intense competition and changing behavior of consumers in the future.

2. Women's Wear Industry

- State of Competition

1. Competitive Situation

Competitive strategies in 2016 included the followings:

- R&D for Women's Lingerie

The Company emphasizes on creating innovation so as to satisfy ever changing customers' needs in accordance with digital lifestyle. New technologies from Japan are introduced to improve product designs for best selection and help women to look after their body shape, choose products which fit their physiology at each age group, feel more confident about their look, including different needs for each daily activity.

Consumers' behavior changes rapidly. It is important that the Company focus on consumer behavior research and analysis to improve and develop products as well as communicate with consumers to make them understand products benefits. Internal working procedure has also been developed for smooth and flexible operation and satisfy consumers' needs. For the past year, the Company has improved working procedure of both factory and sales department by taking consumers' needs into account as a guideline for new product launch. The factory, merchandiser and sales department have worked as One Body, starting from brainstorming to design products to meet consumers' needs in every age group, size, cup and lifestyle in terms of function and fashion based on good quality products.

The Company still emphasized on improvement. 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.

The Company still emphasizes on improvement and develop integrated product management on a continuous basis in terms of products and target groups, sales persons with close relationship with customers before product sales, divide goods to be produced into batches, product distribution plan and Auto Replenishment by introducing the Quick Response Management System (QRMS). The application of this System results in more effective product management in shops, goods are sufficient and coincide with customers' needs, balanced stock with sales volume, not too many or too little. It reduces the loss opportunity for sales, speed up transportation and distribution to shops, more efficient and effective inventory management. As a result, the lead time for delivery and loss opportunity for sales decreased, hence product management is more effective.

- New Consumer Expansion and Maintain existing Consumer

To retain existing customer base systematically, the Company focus on giving customers satisfaction continuously through a variety of activities ranging from counter sales activities or giving special privileges through His & Her Plus Point card, in order to build up good relationship with customers. The Wacoal Beautiful Moment concert is one of the activities organized last year under the Brand Loyalty Building and Customer Retention program. Activities at the sales areas have also been organized in much more interesting aspect by allowing customers to participate the programs resulting to their impression, satisfaction and having positive attitude towards our products and quality which are worth of its prices coupled with good service standard and Customer Relationship Management (CRM).

According to the growing severe competition of ladies lingerie resulted from both marketing activities by the local manufacturers to retain their market shares as well as by the western brands or economic price brands from neighboring countries such as China, etc. To avoid price competition, the Company then put an emphasis on building good relationship with existing

customers to promote brand loyalty, satisfy customers' needs at every Touch Point, impress them with good quality products for price worthy coupled with good service standard to give customers maximum satisfaction.

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

- Starter Group (First Buy): The Company emphasizes on Brand Awareness through activities organized in sales area in order to implant correct product usage methods for teenagers from puberty age onwards. Demonstration teams have also been invited by various schools to give information on correct product usage suitable for physiology to students in primary and secondary schools nationwide.
- General customers, having never used the Company's products: The Company still focus on Brand Awareness to new customer group by employing variety of marketing strategies to meet people's modern lifestyle through offline-online media such as advertisements on television, newspapers, magazines. Out of home media, media in movie theatres, social media channels such as Facebook, Fan Page, Line, Email have also been used, which can save more time, expenses and ready access to targeted customers. This also includes building up relationship with TV Shopping channels for digital and cable TV advertisements. Giving special privileges to targeted customers for brand experience through physiological expertise and good services in order to create customers' satisfaction and impression (Brand Preference) and brand loyalty respectively.
- 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.
- **Omni Channel Marketing**

Nowadays, competition in ladies lingerie has been found in various distribution channels, starting from traditional channels such as department stores, discount stores, the Company shops as well as new online channels (E-Commerce) or TV Shopping. The growth in these new channels is expected to increase yearly due to its easy access and can meet customers' demand more rapidly and perfectly. Building up partners with famous online selling websites, TV shopping channels or catalogue sales are the channels whereby producers can communicate their product innovations completely and totally. This is the method that consumers can be familiarized about the innovation of products before connecting them to visit the selling points at Department Stores to see the real products under the Omni Channel marketing. This new channel is expected to growing expansion in line with the changing consumers' behavior in this modern age.

Nevertheless, each channel has different strong and weak points. For the online shopping (E-Commerce) channels, advantages are that there are many products to choose with price comparison, asking for opinions or review through social media and receive quick responses. Customers can make order and wait for goods delivery. This way is easy but customer cannot touch products by themselves and they can be unsatisfied if the delivered product has been found defective or did not turn out as expected. Unlike shops or stores which may carry many products but their space is limited, and price comparison is not as quick as the online shopping. The strong point is that customers can receive product immediately, try on and touch real products with fast decision making.

For this reason, Wacoal has developed an integrated marketing or Omni Channel by improving and updating internal operation systems to facilitate the modern lifestyle. First implementation starts at Wacoal Shop, Srinakarin which has been developed for new shopping experience. By connecting an interactive system with Wacoal warehouse system, customers can see every functional product group covering all the needs of every woman's lifestyle with free and immediate home delivery service.

The Shop Interactive is another new Marketing Channel System developed to connect with former existing system of the Company, to handle product sales at shops and satisfy customers' needs. Online marketing channels are introduced and delivery to customers' homes rapidly. This will be additional channel for customers to access Wacoal products, increase online product purchase experiences, can actually touch and test products or see and touch real products. This solves the problem and gather outstanding points of each distribution channel together as well as reduce some weak or limited points to strengthen distribution channels and suitable for digital lifestyles in this modern time

2. Number and Size of Competitors

Only the integrated business can survive in various industries. However, women's lingerie is a specific industry, which has faced many obstacles in entering the market, starting from importing raw materials, local production of some raw materials, sewing technique and distribution method that needs an agent helping to enter into department stores or discount stores, which are difficult to negotiate. This is due to the fact that the Company has 5 different brands: Wacoal, BSC, BSC Signature, ELLE and Kullasatri. These five brands have the same potential for customer base expansion to cover every consumer's needs with more than 60% 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 Kullasatri, BSC, BSC Signature, ELLE

Suppliers of raw materials for both these 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

In overall, the textiles and garment industry can foresee expansion trend in both production and export sectors. Most of production are for ASEAN market, as we entered into ASEAN Economic Community since the end of 2015. It is an opportunity to expand production capacity and increase consumers market from 60 million to 600 million persons, which is a huge market with high potentials.

In 2016, the whole undergarment market is estimated at 12 billion baht. The expected growth is at least 3% from Year 2014, because of slow economic recovery both locally and abroad, due to world economic recovery and trading volume, whereby consumers are more confident about the economy.

In 2016, the Company still focus on researching and developing new Innovations and Technology to design lingerie that Suitable for Thai women physiology and coincide with consumers' behavior for every age group, lifestyle and fashion. This is based on good and quality products at worthwhile prices, integrative product management, to retain inventory at reasonable amount and balance with sales volume, not too much nor too little. Increase transportation channels to distribute products to shops more rapidly instead of retaining large amount of inventory at shops as well as implement strategy to create uniqueness in Omni Channel Marketing to meet consumers' lifestyles in this Digital Age as much as possible.

3. Men's Wear Industry

- State of Competition

In the past year, men's wear market expanded by 4% compared to the year before. Consumers were not confident on the economic situation in the first 3 quarters. Therefore, they were more careful when spending and more selective on purchasing products while keeping in mind about the quality and product innovation. Manufacturers then come up with innovation technology to improve their products to satisfy customers' needs for price worthiness. They have to communicate consistently with consumers and manage the sufficient amount of product designs to meet consumers' demand. Particularly during the last quarter when the demand for black and white apparels increased drastically, any big manufacturers who have better access to raw material sources, can gain more market shares.

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 3 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. 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 including cheap products from People's Republic of China. The local producers will have to analyze the market and consumer behavior in each area, create innovations in various forms in terms of products, marketing channels 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 and 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.

6. Production Factor: As most of our raw materials are produced with high technology, while the cosmetic raw material industry in Thailand has currently possessed only some certain level of technology. Additionally, some kinds of these raw materials produced in Thailand are not as good in quality as those imported. This is the reason we have to import some raw materials from other countries such as USA, Japan and Germany. Moreover, the small amount of order prevents us from direct import, so we have to purchase from import agents. As a result, importing raw material has been monopolized by specific group. The fluctuation of exchange rates and import taxes are also a risk factor that we should be aware of.

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

1. 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.

2. Nowadays, access to the media is very rapid, consumers are able to access information immediately through mobile equipment such as smart phone, tablet, etc. Decisions to purchase products are ever changing, as consumers will search for information before making decision to buy. This is totally different from the past when customers only received information from single media before making decision to buy something. As a result, the Company has to manage to add more different media channels both offline and online to provide customers easy access to information.

- 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.

4. The Company increased communication channels by adding more online channels in order to meet the changing behavior of customers on media consumption. Additional online distribution channel such as eThailandBEST.com was also introduced so that customers can have more channels to purchase products apart from buying through the counter sales.

5. Risk from the government's FTA policy

The Government's free trade policy allows us to enjoy free import duties according to the Free Trade Agreement among ASEAN countries. This also includes the cosmetics products to comply with such Agreement. Therefore, Thai companies must be prepared ourselves in every aspect including adjusting the product cost to meet such standard.

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 sales 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. The effect from Accounting Standard

The Financial Performance of the Company is accordance with the new accounting standard, International Financial Reporting Standards (IFRS) which is implemented in many years before, and there has no effect to this Financial Statement of the Year 2015.

7. Obsoleted Inventories

The Company engages in the business of selling many kinds of fashion products where the customers command their direction in rapidly. In the Year 2016, the Company having the inventories in amount of 3,687.72 Million Baht, or equivalent to 51.29% of Current Assets and 18.32% of Total Assets, and having 172 days of inventories' operating cycle day. There was a risk

of unsold Obsolete Inventories which could not sell within the target date, that might be increased the administration costs and has to reserve for doubtful accounts of Obsolete Inventories or impairment of the Assets and resulted in a decrease of Net Profit and Liquidity management.

The Company is remaining the decrease of Inventories Policy, accelerating of sales promotion on unsold products, analyzing of sale information through information technology system and customers demand in each selling channels. Resulting in the decrease of inventories of the Year of 2016 in the amount of 132.74 Million Baht, or equivalent to 3.47% of total inventories of the previous year.

8. Investments

The Company was invested in affiliates and other companies in the number of 122 private companies. The Company holds shares does not exceed 50% of total registered capital (of each company), which being the cross holding or reverse holding within the affiliated companies. The Company has no control over such aforesaid companies because each entity must direct control and manage by the Board of Directors of such entity. Beside that there are 3 subsidiaries which hold share by the Company more than 50% of total registered capital.

Nevertheless, the investment concept will be based on the ground of co-investment in related business or common beneficial, includes diversify of the risk obtained.

The Company receives the returning in a form of dividend. In case of unprofitable in any invested companies, the Company will reserve for the loss of such investment impairment in Profit and Loss Statement. Therefore, the aforesaid holding structure does not affect to the realizing of revenue sharing or differencing from current Financial Statement.

The Company has provided the risk preventive action of the investment activities by appointed the coordinator who is employed by invested companies or in the related business of such invested companies, for monitoring the investment funds, reviewing the financial statements and updating the current business situation of such invested companies. The appointed coordinator should be reported to the Company and Shareholders in yearly basis or addressed immediately in case of abnormal or crisis incidents, for the purpose of providing mutual remediation. Including but not limited to, the Board of Directors' Meeting and Shareholders' Meeting will regular schedule and review the financial performance of each invested companies and will find a corrective action plan to resolve any losses and sustainable profits.

9. Loans and Guaranties

As at 31 December 2016, the Company has provided term loans to Subsidiaries, Associates, related person and joint venture company for the purpose of providing financial support in proportion with its investment in totalling 4 companies, in amount of 339.50 Million Baht. In the Year 2015 in amount of 283.00 Million Baht, increase from the Year 2015 in amount of 56.50 Million Baht, which resulted from addition loans in amount of 74.50 Million Baht and decreased of loans repayment in amount of 18.00 Million Baht.

As at 31 December 2016, the Company had burden of Guaranties in 11 affiliated which is 222.22 Million Baht, increase from the Year 2015 in amount of 36.95 Million Baht, which resulted from a decrease of guarantee amount 2 Million baht and 3 addition guarantee payments in amount of 38.95 Million Baht. The debtors engage in the business of drug retailers, food supplements, cosmetics, properties, filing, depository, distributions and contact center services and E-Commerce one stop service which align with contractual obligations under joint venture or shareholders' agreements.

1. Name, Head office address, Telephone, Fax, Website, E-mail, Registered No., Type of business, Number and type of total paid-up shares of the company

Name : I.C.C. International Public Company Limited
 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>
 E-mail : webmaster@icc.co.th
 Registered No. : 0107537001374
 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.
 93 fl.14 Ratchadaphisek Road, Dindaeng, Bangkok 10400
 Tel. (662) 009-9000
 Fax. (662) 009-9992

Certified Public Accountant : 1. Mr. Bunyarit Thanormcharoen
 2. Mr. Nirand Lilamethwat
 3. Miss Nittaya Chetchotiros
 4. Miss Napaporn Sathitthammaporn
 C.P.A. (THAILAND) Reg. No. 7900, 2316, 4439 and 7494
 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-

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, 2016

| 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 | 330,000,000 | 33,630,158 | 1,488,134,491.50 | 10.19 |
| | | | | | (market price as of Dec 31, 2016) | | |
| 2. O.C.C. | Bangkok | Distributor | Common Share | 60,000,000 | 11,839,980 | 191,807,676.00 | 19.73 |
| | | | | | (market price as of Dec 31, 2016) | | |
| *3. INTERNATIONAL COMMERCIAL COORDINATION (HK) | Hong Kong | Distributor | Common Share | 20,000 | 3,800 | 1,657,750.00 | 19.00 |
| 4. BETTER WAY (THAILAND) | Bangkok | Direct Sale | Common Share | 10,000,000 | 1,648,375 | 104,314,361.65 | 16.48 |
| 5. FAIRYLAND DEPARTMENT STORE | Nakornsawan | Department Store | Common Share | 1,000,000 | 106,200 | 15,930,000.00 | 10.62 |
| 6. U C C UESHIMA COFFEE (THAILAND) | Bangkok | UCC Coffee Shop and Wholesaler of Instant Coffee and Office Coffee | Common Share | 150,000 | 15,000 | 1,500,000.00 | 10.00 |
| 7. E.P.F. | Bangkok | Distributor, Retailer | Common Share | 65,000 | 6,500 | 390,000.00 | 10.00 |
| 8. KAI I.T. SERVICE | Bangkok | Assembling and Selling Computer | Common Share | 400,000 | 40,000 | 1,125,600.00 | 10.00 |
| *9. KYOSHUN | Japan | Import pickled ginger from Thailand and export Japanese food to Thailand | Common Share | 600 | 115 | 2,088,400.00 | 19.17 |
| 10. MORGAN DE TOI (THAILAND) | Bangkok | Distributor of men's and women's apparels and leather products under the brand "MORGAN" | Common Share | 400,000 | 48,000 | 4,800,000.00 | 12.00 |

| Companies | Location | Type of Business | Type of Shares | No. of Total Paid-up Shares | No. of Shares Held | Investment amount (฿) | Percentage of Shares holding |
|--|----------|--|-----------------|-----------------------------|--------------------|-------------------------|------------------------------|
| 11. DAISO SANGYO (THAILAND) | Bangkok | One-price retail business of consumer products | Common Share | 28,000,000 | 3,249,474 | 32,494,740.00 | 11.61 |
| 12. SHISEIDO PROFESSIONAL (THAILAND) | Bangkok | Beauty salon and spa including import and export of cosmetic products | Common Share | 7,000,000 | 1,050,000 | 10,500,000.00 | 15.00 |
| 13. SIAM AUTOBACS | Bangkok | Sale and service of automobile parts and accessories | Common Share | 2,989,998 | 500,000 | 5,000,000.00 | 12.53 |
| | | | Preferred Share | 1,000,002 | - | - | |
| 14. TSURUHA (THAILAND) | Bangkok | Retail store, sale health and beauty products, other consumer products | Common Share | 250,000 | 37,500 | 60,000,000.00 | 15.00 |
| 15. SHOP GLOBAL (THAILAND) | Bangkok | TV Shopping (sale products via Satellite TV) | Common Share | 6,000,000 | 1,800,000 | 180,000,000.00 | 30.00 |
| *16. AMIS DU MONDE | France | Trading products in France and abroad including import and export | Common Share | 120,000 | 98,300 | 40,957,040.15 | 81.92 |
| *17. CANCHANA INTERNATIONAL | Cambodia | Distribution of products | Common Share | 1,000 | 400 | 6,474,860.00 | 40.00 |
| Total | | | | 447,396,600 | 54,073,802 | 2,147,174,919.30 | |

Remarks : *Investment in other countries

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, 2016 (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 | 192,575,412.00 | 10.43 |
| | | Sponge | | | | (market price as of Dec 31, 2016) | |
| 2. S & J | Bangkok | Cosmetics | Common Share | 149,930,828 | 21,897,781 | 416,057,839.00 | 14.61 |
| INTERNATIONAL ENTERPRISES | | | | | | (market price as of Dec 31, 2016) | |
| 3. THANULUX | Bangkok | Leather Products | Common Share | 120,000,000 | 13,307,040 | 302,069,808.00 | 11.09 |
| | | & Accessories | | | | (market price as of Dec 31, 2016) | |
| 4. SAHACOGEN | Chonburi | Power Plant | Common Share | 955,000,000 | 107,932,960 | 526,712,844.80 | 11.30 |
| (CHONBURI) | | | | | | (market price as of Dec 31, 2016) | |
| 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 | Bangkok | Soft and Plush Toys | Common Share | 400,000 | 76,000 | 7,600,000.00 | 19.00 |
| INTERTEX | | | | | | | |
| 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 | Chonburi | Plastic Packaging | Common Share | 1,200,000 | 216,000 | 43,200,000.00 | 18.00 |
| MANUFACTURING | | | | | | | |
| 13. GENERAL GLASS | Chonburi | 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 | Chonburi | 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 | Chonburi | 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 |

| Companies | Location | Type of Business | Type of Shares | No. of Total Paid-up Shares | No. of Shares Held | Investment amount (฿) | Percentage of Shares holding |
|--------------------------------|--------------|--------------------------------|----------------|-----------------------------|--------------------|-----------------------|------------------------------|
| 22. THAI TAKEDA LACE | Bangkok | Lace | Common Share | 1,270,000 | 162,000 | 20,482,860.00 | 12.76 |
| 23. THAI SUN FOODS | Bangkok | Producing and Trading | Common Share | 5,000,000 | 950,000 | 9,500,000.00 | 19.00 |
| | | Fruit Juice "Greenmate" | | | | | |
| | | and Distribution of | | | | | |
| | | "Homey" Biscuits | | | | | |
| 24. INTERNATIONAL LABORATORIES | Bangkok | Cosmetics | Common Share | 12,000,000 | 2,347,200 | 313,089,800.00 | 19.56 |
| 25. BANGKOK TOKYO SOCKS | Chonburi | Socks Manufacturing and Export | Common Share | 1,432,200 | 280,000 | 24,250,000.00 | 19.55 |
| 26. ERAWAN TEXTILE | Samutprakarn | Producing and weavin | Common Share | 6,214,634 | 1,019,978 | 115,714,662.91 | 16.41 |
| | | threads from cotton | | | | | |
| | | and polyester T/C | | | | | |
| 27. THAI ITOKIN | Bangkok | Ladies' wear | Common Share | 1,400,000 | 814,250 | 80,101,152.00 | 58.16 |
| 28. SAHA NAM TEXTILE | Bangkok | Elastic yarn, twisted | Common Share | 360,000 | 64,800 | 7,335,864.00 | 18.00 |
| | | and texturized yarn | | | | | |
| รวม | | | | 1,424,857,662 | 171,530,249 | 2,342,629,507.85 | |

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, 2016 (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 | 105,309,600.00 | 10.64 |
| | | | | | (market price as of Dec 31, 2016) | | |
| 2. PAN ASIA | Chonburi | Investment | Common Share | 540,000,000 | 102,112,778 | 230,774,878.28 | 18.91 |
| FOOTWEAR | | | | | (market price as of Dec 31, 2016) | | |
| 3. SAHA | Bangkok | Industrial Estate | Common Share | 1,800,000 | 225,000 | 22,500,000.00 | 12.50 |
| RATTANANAKORN | | | | | | | |
| 4. SAHA | Bangkok | Industrial Park | Common Share | 1,250,000 | 237,500 | 1,484,375.00 | 19.00 |
| UBOLNAKORN | | | | | | | |
| 5. K. COMMERCIAL AND | Bangkok | Construction | Common Share | 500,000 | 97,500 | 34,084,104.13 | 19.50 |
| CONSTRUCTION | | | | | | | |
| 6. SAHAPAT | Bangkok | Real Estate | Common Share | 10,000,000 | 1,990,000 | 49,750,000.00 | 19.90 |
| REAL ESTATE | | Development | | | | | |
| 7. WORLDCLASS | Bangkok | Car Rent | Common Share | 1,000,000 | 211,111 | 19,792,935.73 | 25.00 |
| RENT A CAR | | | Preferred Share | 2,800,000 | 738,889 | 73,888,900.00 | |
| 8. D F INTER | Bangkok | Made-to-Order | Common Share | 50,000 | 9,500 | 1,060,200.00 | 19.00 |
| | | Furniture | | | | | |
| 9. THAI FLYING | Bangkok | Aircraft and Helicopter | Common Share | 20,000 | 3,000 | 300,000.00 | 15.00 |
| MAINTENANCE | | Maintenance Service | | | | | |
| 10. LAEM CHA-BANG | Chonburi | Warehouse | Common Share | 50,000 | 9,500 | 1,013,650.00 | 19.00 |
| WAREHOUSE | | | | | | | |
| 11. UNITED UTILITIES | Bangkok | Real Estate | Common Share | 3,500,000 | 649,457 | 72,315,002.82 | 18.56 |
| 12. TREASURE HILL | Chonburi | Golf Course | Common Share | 2,000,000 | 240,000 | 16,178,000.00 | 12.00 |
| 13. PAN LAND | Chonburi | Land Development | Common Share | 3,000,000 | 500,000 | 49,367,900.00 | 16.67 |
| 14. TIGER DISTRIBUTION | Bangkok | Distribution | Common Share | 2,000,000 | 398,000 | 6,982,399.12 | 19.90 |
| & LOGISTICS | | and Logistics | | | | | |
| 15. WASEDA EDUCATION | Bangkok | Institute of | Common Share | 313,600 | 33,600 | 3,360,000.00 | 10.71 |
| (THAILAND) | | Japanese Language | | | | | |
| | | and Cultural Studies | | | | | |
| 16. OTSUKA SAHA | Bangkok | Consultant on | Common Share | 800,000 | 130,666 | 13,066,600.00 | 16.33 |
| ASIA RESEARCH | | production research | | | | | |
| | | and development | | | | | |
| 17. THAI SECOM | Bangkok | Security | Common Share | 3,788,572 | 966,282 | 196,982,375.50 | 25.50 |
| SECURITY | | | Preferred Share | 766 | - | - | |

| Companies | Location | Type of Business | Type of Shares | No. of Total Paid-up Shares | No. of Shares Held | Investment amount (฿) | Percentage of Shares holding |
|---|----------|------------------------|----------------|-----------------------------|--------------------|-----------------------|------------------------------|
| 18. ISSARA UNITED | Bangkok | Property Development | Common Share | 800,000 | 199,997 | 9,999,700.00 | 25.00 |
| 19. BOON CAPITAL HOLDING | 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 | 2,400,000 | 400,000 | 40,000,000.00 | 16.67 |
| *22. NANAN CAMBO SOLUTION | Cambodia | Real Estate Investment | Common Share | 1,000 | 490 | 6,475,840.00 | 49.00 |
| 23. SAHA TOKYU CORPORATION | Chonburi | Real Estate | Common Share | 332,000 | 39,840 | 39,840,000.00 | 12.00 |
| *24. TIGER MK LOGISTICS (MYANMAR) | Myanmar | Logistics Service | Common Share | 30,000 | 5,400 | 1,786,320.00 | 18.00 |
| 25. ISSARA UNITED DEVELOPMENT | Bangkok | Hotel | Common Share | 3,600,000 | 899,997 | 39,374,700.00 | 25.00 |
| Total | | | | 615,035,938 | 120,036,303 | 1,182,087,170.58 | |
| Grand Total | | | | 2,487,290,200 | 345,640,354 | 5,671,891,597.73 | |
| Less : Provision for loss from impairment of investment | | | | | | 337,422,139.68 | |
| Net | | | | 2,487,290,200 | 345,640,354 | 5,334,469,458.05 | |

Remarks : *Investment in other countries

(Million baht)

| DATA | DETAILS | 2016 | 2015 | 2014 |
|---------------------------|--|------------------|------------------|------------------|
| Net revenues | Deriving from | 13,465.95 | 12,924.07 | 12,562.82 |
| | • sales | 12,615.38 | 12,342.82 | 12,033.00 |
| | • dividends | 526.68 | 378.45 | 332.52 |
| | • gain from disposal of assets | 35.18 | 0.59 | 5.44 |
| | • gain from disposal on investment | - | - | - |
| | • interest income | 20.35 | 15.83 | 19.01 |
| | • recovery of doubtful debt | - | 0.14 | 2.48 |
| | • other revenues | 217.23 | 141.58 | 170.37 |
| | • gain from impairment of investments | 51.13 | 44.66 | - |
| Net profit | After deducting | 936.25 | 702.71 | 542.90 |
| | • cost of sales | 7,851.00 | 7,640.91 | 7,435.47 |
| | • selling and administrative expenses | 4,493.34 | 4,468.58 | 4,475.62 |
| | • loss from impairment of investments | 89.01 | 5.47 | - |
| | • loss of investment in associates | - | - | 49.68 |
| | Total expenses | 12,433.35 | 12,114.95 | 11,960.77 |
| | • finance costs | 1.86 | 0.94 | 0.0009 |
| | • corporate income tax | 94.49 | 105.46 | 59.15 |
| | Equity attributable to owners of the equity | | | |
| | • owners of the equity | 936.28 | 703.19 | 545.19 |
| | • nons-controlling interest | (0.02) | (0.48) | (2.29) |
| Total assets | Consisting of | 20,198.92 | 18,565.16 | 18,486.01 |
| | • current assets | 7,190.41 | 6,891.97 | 6,918.61 |
| | • non - current assets | 13,008.51 | 11,673.20 | 11,567.40 |
| Current assets | Consisting of | 7,190.41 | 6,891.97 | 6,918.61 |
| | • cash and cash equivalents | 1,175.49 | 589.82 | 617.17 |
| | • trade accounts receivable | 1,550.81 | 1,733.46 | 1,641.99 |
| | • short-term loans to related parties | 165.00 | 120.00 | 145.00 |
| | • inventories | 3,687.72 | 3,820.45 | 3,863.03 |
| | • other current assets | 611.39 | 628.23 | 651.42 |
| Non-current assets | Consisting of | 13,008.51 | 11,673.20 | 11,567.40 |
| | • restricted deposits at financial institution | 2.95 | 2.95 | 2.95 |
| | • long-term loans to related parties | - | - | 18.80 |
| | • long-term loans given to employee | 1.39 | 3.00 | 5.31 |
| | • available-for-sale investments | 6,586.04 | 5,515.59 | 5,710.16 |
| | • investment in associated companies - cost method | 695.81 | 412.61 | 325.23 |
| | • other long-term investments | 1,685.60 | 1,855.33 | 1,801.02 |
| | • investment properties | 979.43 | 936.19 | 1,015.29 |
| | • property, plant & equipment | 2,810.34 | 2,623.08 | 2,457.10 |
| | • intangible assets | 23.89 | 23.53 | 8.91 |
| | • leasehold | 23.22 | 27.93 | 32.70 |
| | • goodwill | - | 66.41 | - |
| | • other non - current assets | 199.84 | 206.56 | 189.93 |

(Million baht)

| DATA | DETAILS | 2016 | 2015 | 2014 |
|---------------------------------------|---|------------------|------------------|------------------|
| Property, plant& equipment | Consisting of | 2,810.34 | 2,623.08 | 2,457.10 |
| | • land | 1,964.81 | 1,892.66 | 1,798.21 |
| | • building and improvements | 803.15 | 790.49 | 738.93 |
| | • office equipment and vehicles | 1,209.06 | 1,050.28 | 834.44 |
| | • furniture and fixtures | 1,097.44 | 1,010.03 | 972.38 |
| | • assets under construction and installation | 40.46 | 39.02 | 42.78 |
| | • accumulated depreciation | (2,304.58) | (2,159.40) | (1,929.64) |
| Current liabilities | Consisting of | 2,007.57 | 2,022.54 | 2,119.24 |
| | • short-term loans from financial institution | 20.00 | 30.00 | - |
| | • trade accounts payable | 1,328.34 | 1,188.72 | 1,345.23 |
| | • others payable | 608.85 | 796.95 | 758.17 |
| | • Income tax payable | 50.38 | 6.87 | 15.84 |
| Non - current liabilities | Consisting of | 811.84 | 556.84 | 624.53 |
| | • deferred tax liabilities | 232.41 | 30.72 | 58.31 |
| | • employee benefit obligations | 532.59 | 482.04 | 524.75 |
| | • other non-current liabilities | 46.85 | 44.07 | 41.47 |
| Equity | Consisting of | 17,379.51 | 15,985.79 | 15,742.24 |
| | • 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 | 1,706.71 | 1,638.87 | 1,575.11 |
| | • unappropriated retained earnings | 10,008.71 | 9,445.44 | 9,032.41 |
| | • others components of equity | 3,801.03 | 3,038.37 | 3,248.61 |
| | • owners of the equity | 17,395.65 | 16,001.88 | 15,735.33 |
| | • non-controlling interests | (16.14) | (16.09) | 6.91 |
| Cash flow cycle | The Company's cash flow cycle commences with | 159.51 | 169.77 | 183.38 |
| | commences with the purchase and resale of merchandise | | | |
| | and ending with the collection of cash resulting from | | | |
| | • collection period | 45.08 | 48.46 | 53.10 |
| | • inventories coverage | 172.14 | 181.00 | 192.76 |
| | deducted payment period | 57.71 | 59.69 | 62.48 |
| Total employees | Consisting of | 7,002 | 7,100 | 7,065 |
| | • counter sales force | 5,042 | 5,204 | 5,179 |
| | • office work force | 1,960 | 1,896 | 1,886 |
| Net revenues per capital | C | 1,915.86 | 1,814.00 | 1,778.18 |
| Net profit per capital | C | 133.72 | 99.04 | 77.17 |

A Unit shows number of days

B Unit shows number of employees

C Unit shows thousand baht per headcount

| Transactions | 2016 | % | 2015 | % | 2014 | % |
|---|--------------|--------|--------------|--------|--------------|--------|
| Operating results | | | | | | |
| Revenues | 13,414,820 | 100.00 | 12,924,068 | 100.00 | 12,562,824 | 100.00 |
| • from sales | 12,615,379 | 95.50 | 12,342,816 | 95.50 | 12,033,001 | 95.78 |
| • from other income | 799,441 | 4.50 | 581,252 | 4.50 | 529,823 | 4.22 |
| Gross profit | 4,764,378 | 36.38 | 4,701,910 | 36.38 | 4,597,530 | 36.60 |
| Expenses | 12,433,346 | 93.75 | 12,115,898 | 93.75 | 11,960,780 | 95.21 |
| Profit before income tax and finance cost | 1,032,607 | 6.26 | 809,115 | 6.26 | 602,045 | 4.79 |
| Profit before income tax | 1,030,751 | 6.25 | 808,170 | 6.25 | 602,044 | 4.79 |
| Net profit | 936,278 | 6.98 | 703,195 | 5.44 | 545,186 | 4.34 |
| * Income per capital (baht/headcount) | 1,915,855.33 | | 1,814,001.34 | | 1,778,177.49 | |
| * Net profit per capital (baht/headcount) | 133,715.73 | | 99,041.49 | | 77,167.18 | |
| * Interest coverage (times) | 554.58 | | 855.09 | | 662,314.06 | |
| * Degree of financial leverage (times) | 1.00 | | 1.00 | | 1.00 | |
| Financial position | | | | | | |
| Current assets | 7,190,407 | 37.12 | 6,891,968 | 37.12 | 6,918,605 | 37.43 |
| Investments | 8,967,447 | 41.93 | 7,783,542 | 41.93 | 7,836,406 | 42.39 |
| Fixed assets | 3,789,775 | 19.17 | 3,559,268 | 19.17 | 3,513,996 | 19.01 |
| Other assets | 251,293 | 1.42 | 263,976 | 1.42 | 216,999 | 1.17 |
| Goodwill | - | - | 66,409 | 0.36 | - | - |
| Total assets | 20,198,922 | 100.00 | 18,565,163 | 100.00 | 18,486,006 | 100.00 |
| Current liabilities | 2,007,569 | 10.89 | 2,022,536 | 10.89 | 2,119,235 | 11.46 |
| Other liabilities | 811,839 | 3.00 | 556,837 | 3.00 | 624,529 | 3.38 |
| Equity | 17,379,514 | 86.11 | 15,985,791 | 86.11 | 15,742,242 | 85.16 |
| * Number of shares | 290,634 | | 290,633,730 | | 290,633,730 | |
| * Par value per share | 1.00 | | 1.00 | | 1.00 | |
| Financial ratios | | | | | | |
| * Current ratio (times) | 3.58 | | 3.41 | | 3.26 | |
| * Quick ratio (times) | 1.36 | | 1.15 | | 1.07 | |
| * Debt-equity ratio (times) | 0.16 | | 0.16 | | 0.17 | |
| * Inventory coverage (days) | 172.14 | | 181.00 | | 192.76 | |
| * Collection period (days) | 45.08 | | 48.46 | | 53.10 | |
| * Operating cycle days (days) | 159.51 | | 169.77 | | 183.38 | |
| * Return on total revenues (%) | 6.98 | | 5.46 | | 4.34 | |
| * Return on equity (%) | 5.61 | | 4.43 | | 3.51 | |
| * Return on total assets (%) | 4.83 | | 3.80 | | 3.00 | |
| * Earnings per share (baht) | 3.22 | | 2.42 | | 1.88 | |
| **Dividend per share (baht) | 1.15 | | 1.05 | | 1.05 | |
| **Dividend payout patio (%) | 40.49 | | 45.06 | | 47.95 | |
| * Book value per share (baht) | 59.85 | | 55.06 | | 54.17 | |

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

The information from the separate financial statement **

A Result is not materialized

B The Board of directors' Meeting has resolved to pay dividend Baht 1.15 per share and to submit this agenda for approval at the General Shareowners' Meeting to be held on April 24, 2017

| 2013 | % | 2012 | % | 2011 | % | 2010 | % |
|--------------|--------|--------------|--------|--------------|--------|--------------|--------|
| 13,933,301 | 100.00 | 14,405,599 | 100.00 | 13,373,186 | 100.00 | 11,889,730 | 100.00 |
| 13,328,678 | 95.66 | 13,677,439 | 94.95 | 12,825,315 | 95.90 | 11,294,419 | 94.99 |
| 604,623 | 4.34 | 728,120 | 5.05 | 547,871 | 4.10 | 595,311 | 5.01 |
| 5,155,542 | 37.00 | 5,252,197 | 36.46 | 4,719,459 | 35.29 | 4,100,078 | 34.48 |
| 13,134,891 | 94.27 | 13,147,333 | 91.27 | 12,288,244 | 91.89 | 10,813,127 | 90.95 |
| 805,799 | 5.78 | 1,263,268 | 8.77 | 1,084,942 | 8.11 | 1,076,603 | 9.05 |
| 798,410 | 5.73 | 1,258,226 | 8.73 | 1,084,942 | 8.11 | 1,076,603 | 9.05 |
| 684,547 | 4.91 | 1,050,435 | 7.29 | 857,549 | 6.41 | 803,844 | 6.76 |
| 1,793,910.31 | | 1,806,566.22 | | 1,738,809.80 | | 1,547,336.02 | |
| 88,135.35 | | 131,732.51 | | 111,500.31 | | 104,612.70 | |
| 107.05 | | 248.55 | | N .M. | | N .M. | |
| 1.01 | | 1.00 | | 1.00 | | 1.00 | |
| 6,786,075 | 38.08 | 7,413,757 | 38.47 | 6,829,562 | 41.01 | 6,719,055 | 44.56 |
| 7,414,730 | 41.61 | 8,384,910 | 43.51 | 6,396,579 | 38.41 | 5,286,711 | 35.06 |
| 3,389,154 | 19.02 | 3,308,704 | 17.17 | 3,177,766 | 19.08 | 2,958,936 | 19.63 |
| 230,301 | 1.29 | 164,440 | 0.85 | 129,484 | 0.78 | 112,367 | 0.75 |
| 17,820,260 | 100.00 | 19,271,811 | 100.00 | 16,655,396 | 100.00 | 15,077,069 | 100.00 |
| 1,983,799 | 11.13 | 2,751,950 | 14.28 | 2,408,190 | 14.46 | 2,084,612 | 13.83 |
| 545,792 | 3.06 | 652,915 | 3.39 | 416,898 | 2.50 | 35,555 | 0.24 |
| 15,290,669 | 85.80 | 15,866,946 | 82.33 | 13,830,308 | 83.04 | 12,956,903 | 85.94 |
| 290,633,730 | | 290,633,730 | | 290,633,730 | | 290,633,730 | |
| 1.00 | | 1.00 | | 1.00 | | 1.00 | |
| 3.42 | | 2.69 | | 2.84 | | 3.22 | |
| 1.02 | | 0.81 | | 0.99 | | 1.44 | |
| 0.17 | | 0.21 | | 0.20 | | 0.16 | |
| 189.13 | | 176.30 | | 152.56 | | 151.16 | |
| 53.47 | | 52.20 | | 51.14 | | 57.19 | |
| 183.58 | | 165.08 | | 140.47 | | 144.41 | |
| 4.91 | | 7.29 | | 6.41 | | 6.76 | |
| 4.39 | | 7.07 | | 6.40 | | 6.49 | |
| 3.69 | | 5.85 | | 5.40 | | 5.57 | |
| 2.36 | | 3.61 | | 2.95 | | 2.77 | |
| 1.20 | | 1.25 | | 1.10 | | 1.10 | |
| 48.31 | | 34.58 | | 45.61 | | 39.77 | |
| 52.61 | | 54.59 | | 47.59 | | 44.58 | |

Distribution of Shareownership

Based on the number of shares held in succeeding periods

| Period | 2016 | | 2015 | |
|----------------|--------------------|--------|--------------------|--------|
| | No. of shareowners | % | No. of shareowners | % |
| 1 - 50 | 252 | 17.63 | 252 | 17.45 |
| 51 - 100 | 242 | 16.94 | 242 | 16.76 |
| 101 - 500 | 407 | 28.48 | 405 | 28.05 |
| 501 - 1,000 | 98 | 6.86 | 94 | 6.51 |
| 1,001 - 3,000 | 123 | 8.61 | 126 | 8.73 |
| 3,001 - 5,000 | 54 | 3.78 | 47 | 3.25 |
| 5,001 - Upward | 253 | 17.70 | 278 | 19.25 |
| Total | 1,429 | 100.00 | 1,444 | 100.00 |

Distribution of Shareownership

Based on different categories of shareowners

| Categories | 2016 | | 2015 | |
|--|---------------|--------|---------------|--------|
| | No. of shares | % | No. of shares | % |
| Limited companies and limited public companies | 86,993,090 | 29.93 | 86,993,090 | 29.93 |
| Commercial banks and financial institutions | 16,980 | 0.01 | 16,980 | 0.01 |
| General public | 49,512,413 | 17.03 | 56,296,063 | 19.37 |
| Company employees | 15,259,285 | 5.25 | 21,177,250 | 7.29 |
| Thailand Securities Depository Company Limited | | | | |
| - For local depositors | 135,662,352 | 46.68 | 122,954,237 | 42.30 |
| - For foreign depositors | 3,189,610 | 1.10 | 3,196,110 | 1.10 |
| Total | 290,633,730 | 100.00 | 290,633,730 | 100.00 |

Top ten major shareowners as of the closing date on March 18th 2016 (shareowner categories being sorted in accordance with in Section 258)

| No. | Name | No. of Shares | % |
|--------------|------------------------------------|--------------------|--------------|
| 1. | *Saha Pathana Inter-Holding Plc. | 65,353,640 | 22.49 |
| 2. | *I.D.F. Co., Ltd. | 27,710,410 | 9.53 |
| 3. | Mr. Weerapat Punsak-udomsin | 25,937,940 | 8.92 |
| 4. | *Saha Pathanapibul Plc. | 24,777,100 | 8.53 |
| 5. | *Thai Wacoal Plc. | 11,097,070 | 3.82 |
| 6. | U.B. Chemical Industries Co., Ltd. | 10,667,400 | 3.67 |
| 7. | Uniwealth Co., Ltd. | 10,154,050 | 3.49 |
| 8. | *Thanulux Plc. | 10,006,070 | 3.44 |
| 9. | Universe Beauty Co., Ltd. | 9,953,920 | 3.43 |
| 10. | Mrs. Kityaporn Chaithavornsathien | 7,450,260 | 2.56 |
| Total | | 203,107,860 | 69.88 |

- 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.

| No. | 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 2016 pay 2017 | Year 2015 pay 2016 | Year 2014 pay 2015 | **Year 2013 pay 2014 | **Year 2012 pay 2013 |
|---------------------------|-------------------------|-----------------------|-----------------------|-------------------------|-------------------------|
| Earning per share (baht) | 2.84 | 2.33 | 2.19 | 2.48 | 3.61 |
| Dividend per share (baht) | 1.15 | 1.05 | 1.05 | 1.20 | 1.25 |
| Payout ratio (%) | 40.49 | 45.06 | 47.95 | 48.39 | 34.63 |

Remark : * The Board of directors' Meeting has resolved to pay dividend Baht 1.15 per share and to submit this agenda for approval at the General Shareowners' Meeting to be held on April 24, 2017

** Financial ratio calculation in the year 2012 - 2013 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. Operation Overview

Public sector expenditure and investment continuing from the first six months of the year, remained a strong feature of the economic situation in the year 2016. Rapid expending of state budget continued in projects that were ready such as water management, road transport and infrastructure development under the 2016 Urgent Transportation Action Plan. In addition, the number of tourists also expanded, resulting in high expectation of growth in related businesses connected to the tourism industry. Continuing increase in private sector consumption from the previous year may be attributed to increasing individual incomes and higher employment in the services sector. Moreover, private sector investment also showed signs of recovery over the previous year due lower interest rates, as well as the significant progress in key government projects. Nevertheless, the economic slowdown posted by trading partner countries is expected to result in contraction of Thailand's exports.

Under the prevailing scenario of accelerated government spending and investment to stimulate economic growth, as well as fierce competition from other business enterprises, the Company still found it necessary to organize sales promotion activities to boost sales growth, devote substantial budget to marketing expenditure such as conducting research into consumer preferences, developing advertising media on the various products and organizing programs and events aimed at increasing its market share while also reducing of costs, expenses and inventory.

In Year 2016, the Company and its subsidiaries had Sales Income in amount of 12,615.38 Million Baht, increased by 272.56 Million Baht or 2.21% compared with Year 2015, which was 12,342.82 Million baht. Net Profit in amount of 936.26 Million baht, increased by 33.23% compared with Year 2015, Cost of good sold 7,851.00 Million Baht, increased by 210.10 Million baht or 2.75% compared with Year 2015, resulted from an efficiency of operating results and increased of dividend payment, which is increased by 148.23 Million Baht or 39.17%, compared with previous year, and profit sharing in joint ventures companies.

The Company was developed the online sale channels and expanded a new partners and networks such as direct sale via Television, TV Shopping and Digital Partners, together within the country and various countries. The Company also improved sale channels through electronic platforms, E-commerce and Social medias in full range of services, which established rapidly sale channels by portable appliances and shopping value through

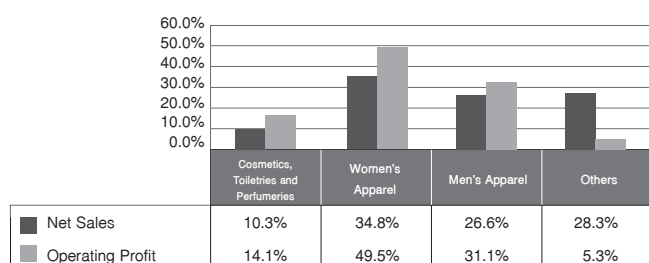
www.ethailandbest.com, which direct any purchase order to warehouse, Deliveries and give consultation through Call Centre Services, that will impressed and satisfied by the customers. The Company and its subsidiaries created the sale promotion activities which increased of sale channels, named "Let's Shop ICC" for advisement and communication of products to the customers.

In Year 2016, the Company was invested in 3 subsidiaries, as follows;

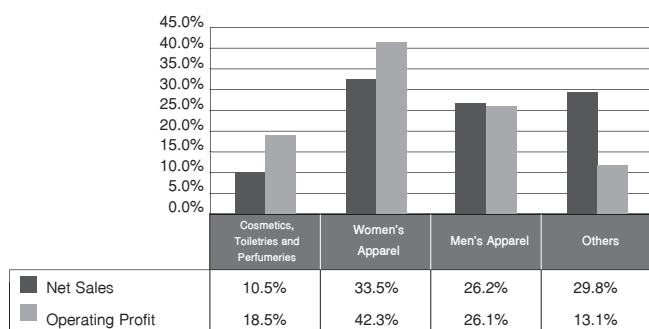
1. W B R E Co.,Ltd. engages in real estate business, which are housing development and town-house in Sriracha District, Chonburi Province, nearest Sahaphat Group Industrial Estate, to expanding the new business activities of the Company.
2. Amis Du Monde SARL, French Company, which operated a shop at Avenue des Champs-Élysées, the high fashion shopping area in France, encouraged by export the clothing product to introduced the BSC Brand in overseas market. Nevertheless, in accordance with the Board of Directors' Meeting No.6/2016, dated 14th October 2016, unanimously resolved to approved to closed the business of Amis Du Monde SARL, which the subsidiary have to winding up and liquidate the entity as required by French laws in following steps. Because the continuing of loss in operating. The Company holds shares in Amis Du Monde SARL, in amount of 98,300 shares or 81.92% of total registered capital, Par value is 10.00 Euro/share, total shares value is 983,000.00 Euro or equivalent to 40.96 Million Baht. The Company was reserved for impairment of investment in amount of 35.17 Million Baht. However, the winding up of this subsidiary will not adverse effect to current operating result of the Company.
3. Thai Itokin Co., Ltd. engages in the business of manufacturing and trading the readymade apparel, uniforms apparel and being the key Supply Chain of the Company which produce the high quality of clothing under the name of I.C.C. International Public Co.,Ltd. Thai Itokin Co., Ltd. is granting the right of trademark, copyright and distributing within the country and overseas market. The Company intends to support Thai Itokin Co., Ltd. to continuing the business and gets the best operating result which the Company will receive the benefit under the dividend scheme.

2. Operations and Profitabilities

Proportion of revenue from sale of good and operating profit by segment 2016



Proportion of revenue from sale of good and operating profit by segment 2015



Sales Income

In Year 2016, the Company and its subsidiaries had Sales income in amount of 12,615.38 Million Baht, increased by 272.56 Million Baht or 2.21% compared with Year 2015, which was 12,342.82 Million Baht.

The Income of the Company and its subsidiaries are comprised of 3 key product lines which are 1. Cosmetic ,Toiletries , Perfumeries 2. Women's Apparel 3. Men's Apparel. The comparing of income and profit in each product line in Year 2016 and Year 2015 as follows;

| Product Lines | Net Sales | | % | Operating Profit | | % |
|------------------------------------|------------------|------------------|-------------|------------------|-----------------|--------------|
| | 2016 | 2015 | | 2016 | 2015 | |
| Cosmetics, Toiletries, Perfumeries | 1,299.79 | 1,296.29 | 0.27 | 171.76 | 186.11 | (7.71) |
| Women's Apparel | 4,388.00 | 4,130.21 | 6.24 | 601.53 | 455.33 | 32.11 |
| Men's Apparel | 3,356.02 | 3,236.09 | 3.71 | 377.71 | 306.13 | 23.38 |
| Others | 3,571.57 | 3,680.22 | (2.95) | 64.79 | 147.31 | (56.02) |
| Total | 12,615.38 | 12,342.82 | 2.21 | 1,215.79 | 1,094.89 | 11.04 |

Cosmetic Toiletries ,Perfumeries

In Year 2016, the Company had the revenue from Cosmetic Toiletries ,Perfumeries in amount of 1,299.79 Million Baht, increased by 3.50 Million Baht or 0.27% compared with the 2015. Profit in amount of 171.76 Million Baht, decreased by 14.35 Million Baht or 7.71% compared with the 2015, due to the effect from domestic and oversea high brand competitive that resulted in higher operating costs of the Company, especially for marketing costs that realized to the existing customers and new customers, includes supporting of sale activities which boost up the sale volume higher than the previous year.

Women's Apparel

In Year 2016, the Company and its subsidiaries had the revenue from Women's Apparel in amount of 4,388.00 Million Baht, increased by 257.79 Million Baht or 6.24% compared with the 2015. Profit in amount of 601.53 Million Baht, increased by 146.20 Million Baht or 32.11% compared with the 2015, due to the Company develops in continue operating performance from the previous year as follows;

- Developing the Supply Chain process from the previous year consecutive, which starting from produce order, purchase product from the factories and products distributions to the shop that resulted in the higher of sale volume than Year 2015.
- Continuing the training and taking care of sale team that resulted in speedy remediation decision.
- Increasing sale channels in Direct Marketing through Online and TV Shopping which categorized the product to suit with such sale channel.
- Expanding sale channels in retail shops.
- The huge growing in black and white color cloths in Quarter 4 of year 2016.

Men's Apparel

In Year 2016, the Company and its subsidiaries had the revenue from Men's Apparel in amount of 3,356.02 Million Baht, increased by 119.93 Million Baht or 3.71% compared with Year 2015. Profit in amount of 377.71 Million Baht, increased by 71.58 Million Baht or 23.38% compared with Year 2015.

The main reason, due to;

- Increasing sale channels in Direct Marketing through Online and TV Shopping which categorized the product to suit with such sale channel, this is a key of successful condition.

- Launching the innovation products to serve with life-style of customers.
- Increasing of sale volume in black and white color cloths in Quarter 4 of year 2016.

Others

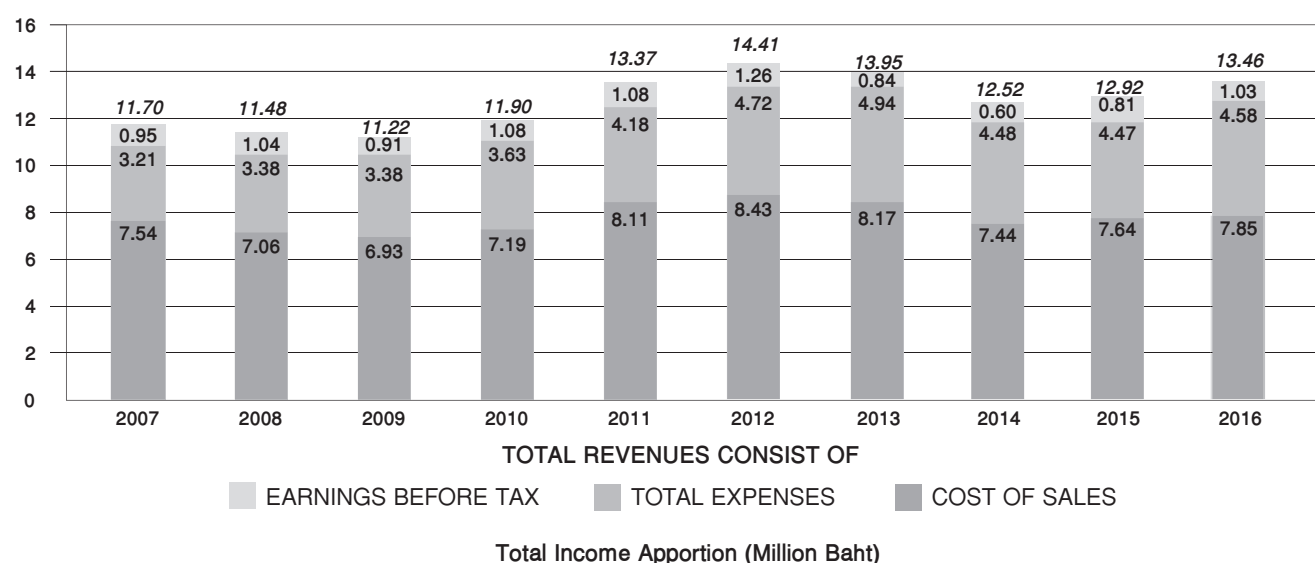
The key revenue in other products is children clothing, exercising and sport clothing, lathers, BSC CORNSOY beverages and household appliances such as washing liquids and fabric maintainer. In Year 2016, the Company has the revenue from other products in amount of 3,571.57 Million Baht, decreased by 108.65 Million Baht or 2.95% compared with Year 2015. Profit in amount of 64.79 Million Baht, decreased by 82.52 Million Baht or 56.02% compared with Year 2015, due to;

- In Quarter 4/2016, existed a huge turn down of colorful clothing, included the changing of shopping channel which turn to Online channel than by person which will be increased in this and following years that resulted in lather products, also the lower of economic growth which resulted in low demand of luxury goods.

- Decreasing of sale volume in children clothing by Discount Store channel due to a convenience to finding and shopping a lower price around the market.
- Accelerating the sale volume of colorful sport clothing by sale activities.
- Expending in market costs to retain the possitive image, brand reconnization and market share in Quarter 4/2016 of baverage products and household appliances

Other Incomes

In Year 2016, the Company and its subsidiaries had Other Incomes in amount of 799.44 Million baht, increased by 262.85 Million Baht or 48.99% compared with Year 2015, due to dividend income in amount of 148.23 Million baht, reserved of impairment of assets in amount of 50.33 Million baht, Profit of asset disposal in amount of 34.59 Million Baht and sale promotion subsidized by Supplier in amount of 29.70 Million baht



Cost of Sale

In Year 2016, the Company and its subsidiaries had Cost of Sales 7,851.00 Million baht, increased by 210.10 Million baht or 2.75% compared with Year 2015. Cost of goods sold per Sales of Year 2016 was 62.23% and Year 2015 was 61.91%, increased by 0.32%, due to sale promotion activities which boost up the total sale volume.

Selling Administration Expenses

In Year 2016, the Company and its subsidiaries had the Selling administration expenses in amount of 4,582.34 Million Baht, increased by 174.39 Million Baht or 3.90% compared with Year 2015. Hence, in the number of 36.32% of Sales volume in Year 2016, there increased by 0.07% compared with Year 2015 which was 36.25%. The addition information as follows;

In Year 2016, the Company and its subsidiaries had selling expenses in amount of 2,892.34 Million baht, in Year 2015 in

amount of 3,029.89 Million Baht, decreased by 137.55 Million baht or 4.54% compared with Year 2015, due to an efficiency of marketing and advertising costs management which reduced the expenses.

In Year 2016, the Company and its subsidiaries had administration expenses in amount of 1,690.00 Million baht, in Year 2015 in amount of 1,444.16 Million baht, increased by 245.85 Million Baht or 17.02% compared with Year 2015, due to the increased of the reserving on impairment of investments in amount of 83.55 Million baht, and increased of manpower to suits with the existing operating functions which increased the expenses in amount of 96.30 Million Baht.

Income Tax Expenses

In Year 2016, the Company had an income Tax in amount of 94.49 Million Baht and 105.46 Million baht in Year 2015, decreased by 10.96 Million Baht compared with Year 2015, due to the increasing of tax allowances in amount of 18.33 Million baht and deferred income tax expense in amount of 7.37 Million baht (Year 2016 : 10.97 Million Baht, Year 2015 : 3.60 Million baht) resulted that in Year 2016, the Company had the Income Tax Expenses less than Year 2015.

Net profit

In Year 2016, the Company and its subsidiaries had Net Profit in amount of 936.26 Million Baht, increased by 233.54 Million Baht or 33.23% compared with Year 2015, resulted from the increased of sale volume and received of dividend in amount of 148.23 Million Baht, profit from assets disposal increased by 34.59 Million Baht and sales promotion from suppliers in amount of 25.39 Million baht.

3. Financial Analysis

Assets

As at 31 December 2016, total assets of the Company and its subsidiaries were 20,198.92 Million Baht, increased by 1,633.76 Million Baht or 8.80% compared with 31 December 2015. The main changes are as follows;

As at 31 December 2016, Current Assets were 7,190.41 Million Baht, equivalent to 35.60% of Total Assets, increased by 298.44 Million Baht or 4.33% compared with Year 2015. The main changes are as follows;

- Decrease of 0.89 Million Baht in Cash and Cash Equivalents and an increase of 586.56 Million Baht in short-term investments in Debt Securities.
- Decrease of 182.65 Million Baht in Account Receivable

due to the decrease of products sold in shopping mall's group and accelerated for rapid repayment.

- Decrease of 132.74 Million Baht in Inventories due to Company's focus on efficiently Inventories management, product distribution and adjusted purchase order correspondance with Customers needs.

Non-Current Assets were 13,008.51 Million Baht, equivalent to 64.40 of Total Assets, increased of 1,335.32 Million Baht or 11.44% compared with Year 2015. The main changes are as follows;

- Increase of 1,070.44 Million Baht in available-for-sale investments due to change of fair value in amount of 953.60 Million Baht, increasing investment in amount of 64.16 Million Baht and reversal of impairment of investments in amount of 52.68 Million Baht from one Company with improvement of operating result.
- Increase of 283.20 Million Baht in subsidiaries due to increasing investment from existing business in amount of 46.58 Million Baht, increasing investment in amount of 196.98 Million Baht to own 25.50% of total registered capital (formerly 14.99%) of Thai Secom Security Company Limited as general investment and share of profit from investment in subsidiaries in amount of 39.64 Million Baht, resulting from improvement of subsidiaries' operating result compared with Year 2015.
- Increase of 43.24 Million Baht in investment property-net from reversal of impairment of property due to higher price of land appraisal.
- Increase of 187.27 Million Baht in property, plant and equipment-net due to, in Year 2016, cost for furniture used for new shop and renovating existing shop, land and building acquisition utilizing for business and cost for new shop decoration.
- Decrease of 66.41 Million Baht in goodwill (Please see Notes to Financial Statements No. 17 Goodwill Page 188-189 of The Annual Report).

Liabilities

As at 31 December, 2016, the Company and its subsidiaries had total liabilities of 2,819.41 Million Baht, increased by 240.03 Million Baht or 9.31% compared with Year 2015. Most liabilities were trade current liabilities and the main changes are as follows; Current liabilities were 2,007.57 Million Baht, equivalent

to 71.21% of total liabilities, decreased by 14.97 Million Baht compared with 31 December 2015 due to decrease of other accounts payable in amount of 188.10 Million Baht, increase of trade accounts payable in amount of 139.63 Million Baht and increase of unpaid corporate income taxes in amount of 43.51 Million Baht.

Non-current liabilities were 811.84 Million Baht, equivalent to 28.79% of total liabilities, increased by 255.0 Million Baht or 45.79% compared with 31 December 2015, due to increase of liabilities to deferred taxes in amount of 201.69 Million Baht and increase of employee benefit obligations in amount of 50.54 Million Baht.

Shareholder's Equity

As at 31 December 2016, the Company and its subsidiaries had shareholders' equity of 17,379.51 Million Baht, increased 1,393.72 Million Baht or 8.72%, due to the increased of difference from changed of fair value of available-for-sale investments in amount of 762.63 Million Baht, annual net profit in amount of 936.26 Million Baht with dividend paid in amount of 305.17 Million Baht.

4. Asset Quality and Capability of Asset Management

The Company considered debtors' quality by analyzed each debtor before granted the credit term. The Company made regular collection in accrued liabilities and set allowance for doubtful accounts for debtor unpaid in long period. In Year 2016, the Company had allowance for doubtful accounts equivalent to 2.91% of trade accounts receivable (compared with 1.69% in Year 2015).

Policies for granting credit for trade accounts receivable as follows;

1. Ability to made repayment in product.
2. Carefulness of executive.
3. Potentiality of growth.
4. Good, transparent and verifiable accounting system.
5. Good management system in inventory and distribution.
6. Good internal control, including in-out control to employee and product effectively.
7. Stable, substantial and extensive security.

Most properties, plants and equipments were assets of the Company and subsidiaries, collectively obtaining throughout 52 Years, in amount of 2,810.34 Million Baht, as at 31 December 2016.

Investment properties were assets of Company and its

subsidiaries holding for utilizing revenue from rental and sales in amount of 979.43 Million Baht, as at 31 December 2016.

For investment, as at 31 December 2016, the Company had unrealized gains from adjusting security's fair value in amount of 34.751.69 Million Baht. It appeared in type of shareholders' equity and yield upon investment as dividend at annual rate of 8.99% in Year 2016 (8.67% in Year 2015). The Company had investment management by appointed person to be placed in joint-venture companies or in the Company engaged with investing business as center taking care of investment/monitoring financial statement audit and situation of investing Company. The Center will promptly inform upon unusual event or crisis for seeking way to resolve.

The Company emphasized in improving operation's efficiency in correspondence with customer needs rapidly and correctly. System and procedure for demand planning were developed according with alterative demand, caused by economic fluctuation, way of life, changed technology, from upstream, material supplier, production to downstream, selling shop and other channels, to be effective in supply chain. To create value and impression towards customers, the Company developed and improved packaging systems by automatic machines for classification in product delivery to shop on daily basis, developing from system of Collaborative Planning Forecast and Replenishment in management related to product quantity properly. Also, information system was developed to monitor distribution towards trading partner, shop and individual customer with logistic Company and created efficiency with full-scale services.

The Company emphasized in management, adjustment to working procedure and internal working system in according with rules and variable technology by developing knowledge management enable to search, adjust, distribute, keep and communicate knowledge and other document files with modern easily and quickly, and creating permanence in operation efficiently.

In addition to developing online trade and creating trade partnership in new channels such as direct marketing from TV shopping and many digital trading partners in country, Also, Company improved channels of distribution via online media (e-commerce) and social media entirely. Response and participation was conducted towards each various customer's group enable to use quick and easy purchase order via portable devices by accelerating platform development, e-commerce business, eThailandBest, website for e-market place for supporting product, goods and services of both Saha Group and Company, shop and other factories (B2B2C - business

to business to consumer). Company developed potentiality to provide full-scale services to consumer in every channel (Omni Channel) via connecting consumer's value both online to offline (store front) and office (store front) to online and creating participation and experience of consumer, customer for keeping existing consumers and seeking new consumers in various product's brands, product, and distribution channel in order to enter digital world completely. Furthermore, website www.hishershopsmart.com was improved to correspond with various needs. Many services for almost all types of product are provided, from living product, furniture, electric equipment and in household to daily clothes with connecting purchase order system to storage, shipping and advisory services via Call Center Service for consumer's best impression.

5. Liquidity and Capital Adequacy

| Year | Current Ratio | Liquidities Ratio | Cash from Operating Activities (Million) |
|------|---------------|-------------------|--|
| 2016 | 3.58 | 0.53 | 1,063.55 |
| 2015 | 3.41 | 0.15 | 305.89 |
| 2014 | 3.26 | 0.45 | 915.07 |

From liquidity ratio, the Company and its subsidiaries had superior liquidity with current assets more than non-current assets. In Year 2016, liquidity ratio was 3.58 times, compared with 3.41 times in Year 2015, due to decrease of other creditors. In Year 2016, liquidity ratio of cash flow was 0.53 times, increased by 0.38 times from 0.15 times in Year 2015. Cash flow from operation increased 757.66 Million Baht compared with Year 2015 due to;

1. In Year 2016, received repayment from accounts receivable increased by 252.14 Million Baht from Year 2015.
2. In Year 2016, repayment to accounts payable decreased by 333.17 Million Baht from Year 2015.
3. In Year 2016, expenses during developing of real estate project increased by 7.89 Million Baht from Year 2015.
4. In Year 2016, repayment to other liabilities increased by 6.87 Million Baht from Year 2015.
5. In Year 2016, repayment to other assets increased by 87.99 Million Baht from Year 2015.
6. In Year 2016, receiving cash after deduction of operating expenses increased by 732.22 Million Baht.

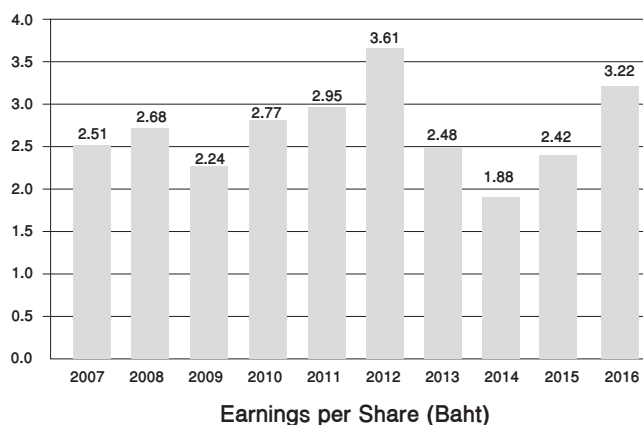
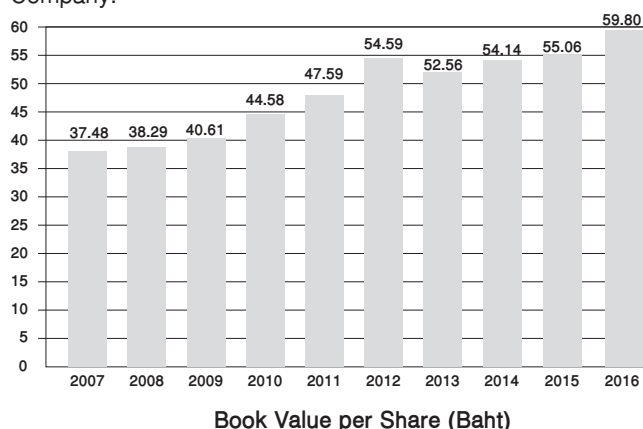
The Company had 2 sources of funds, namely (1) funds from operating activities and (2) funds from investment activities in types of investment property and common stocks. The Company's revenue generated from rental, sales of

investment property and dividend received from common stocks at a high rate of return. The Company managed business's liquidity well and used funds from business for expensing in business without outside funds including enable to pay regular dividend.

6. Profitability

| Year | Profit/ Net Income (%) | Profit from Operating (%) | Profit/ Shareholders' Equity (%) | Profit/Share (%) | Market Price/ Profit (time) |
|------|------------------------|---------------------------|----------------------------------|------------------|-----------------------------|
| 2016 | 6.98 | 8.17 | 5.61 | 3.22 | 11.34 |
| 2015 | 5.46 | 6.55 | 4.43 | 2.42 | 15.81 |
| 2014 | 4.34 | 5.00 | 3.51 | 1.88 | 21.01 |

In Year 2016, Company's profitability increased from Year 2015. Profit ratio from normal operation was 8.17%, increased by 1.62% compared with Year 2015. Profit per share was Baht 3.22, increased from Year 2015 due to the increasing of revenue by 272.56 Million Baht or 2.21% from sales and revenue from dividend compared with Year 2015, including increase of share of profit from investment in subsidiaries compared with Year 2015. The Company developed other systems to support for improving sales process, developing human resource with potentiality, educating employee to increase sales for the Company.



7. Cash Cycle

| Year | Average of selling period | Average of collection period (day) | Average of repayment period (day) | Cash Flow Life-Cycle |
|------|---------------------------|------------------------------------|-----------------------------------|----------------------|
| 2016 | 172.14 | 45.08 | 57.71 | 159.51 |
| 2015 | 181.00 | 49.46 | 59.69 | 169.77 |
| 2014 | 192.76 | 53.10 | 62.48 | 183.38 |

In Year 2016, the Company had Operating Cash Cycle 159.51 days, decreased from Year 2015 169.77 days due to;

1. An average of Inventories conversion period decreased by 8.86 days, from 181.00 days (Year 2015) to 172.14 days (Year 2016), due to the decreased of Inventories in amount of 132.74 Million Baht or 3.47% compared with Year 2015 and increased of sales' income at 2.21%.
2. Receivable Conversion Period decreased by 4.37 days, from 49.46 days (Year 2015) to 45.08 days (Year 2016).
3. Payable Conversion Period decreased by 1.98 days, from 59.69 days (Year 2015) to 57.71 days (Year 2016) due to rule for calculating Company's repayment based on agreement with accounts payable consistently regardless of economic condition, as part of protecting stakeholder in accordance with policy of the Company.

8. Commitments possibly affecting to financial position/operation with significant

Commitments to individuals or unrelated businesses as prescribed in Notes to Financial Statements (No. 34, Page 205 of The Annual Report).

The Company had commitments as guarantor for 3 joint-venture companies in amount of 114.95 Million Baht under joint-venture agreement as per proportion of shares. And also had commitments as guarantor for 8 related businesses, in amount of 144.22 Million Baht for supporting business with connected transaction and supply chain businesses.

9. Factors affecting operation in future

Following factors might affect to the Company's future operation plan;

1. Economic Fluctuation

According to the uncertainty of Global Financial Conditions is lead to change of exchange rate in decreasing of customers' consumption in domestic and global.

2. Rapid development of technology

It is appeared new distribution channel in which the Company has to catch up with, such as online channel and social channel in which utilized and created for participation of each customer group. These include online media for selling product via telephone, tablet or other portable devices with rapidity condition, to serve customers' current way of life which is demand to shopping the products through a rapidity channel in replaced of shopping in the mall along with supporting information from their friends in online internet website for further decision making.

3. Competition of external market

Low-cost brands enter into the market both in online and offline including well-known brand and acceptable quality with reasonable price. It causes the Company to adjust for supply chain speedily and adapting design as well.

The Audit Committee of I.C.C. International Public Company Limited, comprising Thiraphong Vikitset Ph.D., as Chairman and Mr. Amorn Asvanunt, Mrs. Duangphorn Sucharittanuwat and Mr. Nophorn Bhongvej as committee members, and Mrs. Duangrudee Milintanggul as Secretary, has the responsibility of overseeing and assessing financial reports for their accuracy and credibility; applying appropriate and sufficient risk management, efficient and effective internal control systems; recommending the appointment or the termination of an external auditor to the company; and undertaking other duties as assigned by the Board of Directors.

In 2016, the Audit Committee arranged 12 meetings by inviting the company's Vice President of Accounting and Finance, Vice Presidents of all divisions of the company, the representatives of KPMG Phoomchai Audit Co., Ltd., and the representatives of Dharmniti Internal Audit Co., Ltd., which was appointed since 2004 as the company's auditor and internal audit consultant. During the meetings, they jointly considered the relevant agenda to ensure the completeness and accuracy of the information shown on financial statements and consolidated financial statements of the company and subsidiaries, as well as reviewing and discussing corporate internal control systems, related transactions, risk management and financial information disclosure, with a substantial summary as following:

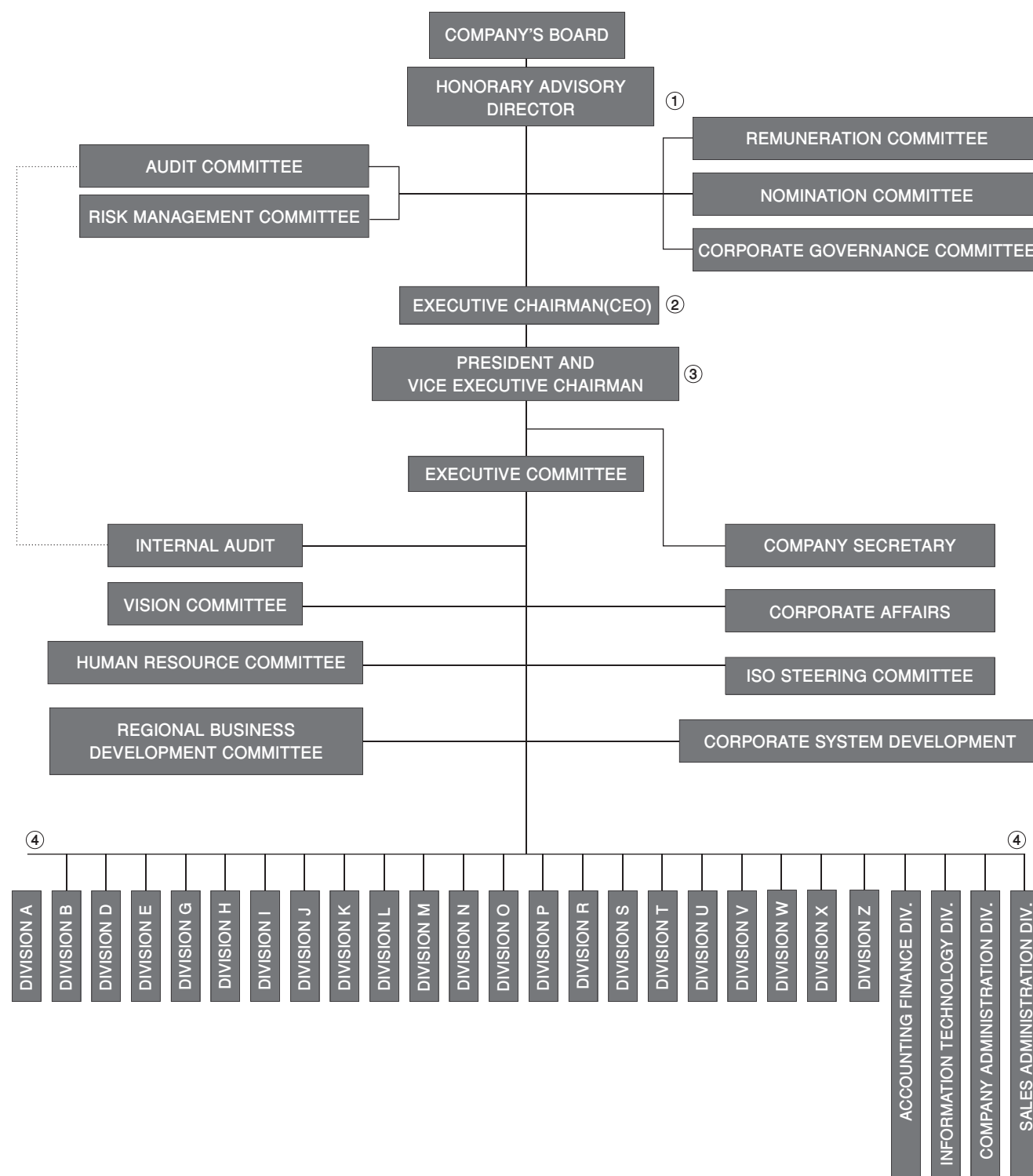
- 1) The Audit Committee agreed with the conclusions of the representatives of KPMG Phoomchai Audit Co., Ltd., which mentioned that financial statements and consolidated financial statements of the company and subsidiaries were accurate and complied with the latest accounting standard. Some significant issues are summarized in the Independent Auditor's Report of this Annual Report.
- 2) The Audit Committee and Dharmniti Internal Audit Co., Ltd. agreed that I.C.C. International Public Company Limited and subsidiaries have adequate and appropriate risk management, as shown on Dharmniti Internal Audit Co., Ltd.'s report on the adequacy and appropriateness of the Company's Internal Control Systems, under Thailand's Securities and Exchange Commission's guidelines. They also approved the company's auditing year plan, evaluated and provided oversight to ensure that the Head of the Internal Audit Unit had adequate experience, knowledge and training and provided advice for execution improvement in order to gain more effectiveness.
- 3) The Audit Committee monitored and reviewed approaches for IT system development to improve the effectiveness of internal controls to be in line with the company's business development.
- 4) The Audit Committee reviewed all related transactions on the basis of transparency, anticipated interests of ICC in accordance with prevailing market situations, and conflicts of interest of related parties. The Audit Committee submitted 17 cases of related transactions to the Board of Directors for approval. This was to make sure that the activities were transparent, rational, and in the best interest of the company and the shareowners. In 2016, there was no significant related transaction or other transaction that might have caused conflict of interest in relation to the guidelines.
- 5) Considered and proposed to the Board of Directors for approval the names of Certified Public Accountants and their remuneration commensurable with their knowledge, ability, experience and independence, for appointment at Annual Shareowners' General Meeting. For the year 2017, the proposed list of Certified Public Accountants of the company and subsidiaries were finalized and remuneration was set at a total of 2.1 million baht.
- 6) Reviewed and audited internal control systems based on self-assessment guideline in relation to 71 Business Principles for Countering Bribery. On 14 October 2016, the company has been certified as a member of Thailand's Private Sector Collective Action Coalition against Corruption.
- 7) Considered and reviewed Audit Committee's Charter as well as evaluated Audit Committee's operating result.
- 8) Reviewed 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

Structure of Organizational Management

The organizational management structure as of December 31, 2016 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 on the Board with the following qualifications:

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

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

- | | |
|--|-----------|
| - Non-executive Directors | 3 persons |
| - Audit Directors (independent director) | 4 persons |
| - Executive Directors | 4 persons |

The Structure of Board of Directors and administration has been established with an auditing practice and appropriate balance of power for non-executive directors.

The Board of Directors consists of 4 independent directors, or 36.36 % of the entire Board which is higher than the stipulated standard (one third or 33.33%) by the Capital Market Supervisory Board.

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

Furthermore, there are 2 directors on the Board who are non-executive directors with related business experience.

Name list and position including number of meetings and attendance are shown on page 88-89 of this annual report.

Profile of directors is shown on page 12-21 of this annual report

Tenure of the company's directors, executives and authorized persons in the related companies can be observed on page 90-93 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. Mr. Boonsithi | Chokwatana |
| 2. Mr. Boonkiet | Chokwatana |
| 3. Mr. Thamarat | Chokwatana |
| 4. Mr. Manu | Leelanuwatana |
| 5. Mr. Somphol | Chaisiriroj |
| 6. Ms. Munchusa | Terapongpipat |

7. Mrs. Kobsuk Saengsawad

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

The Company's Board of Directors 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 Directors and executives, all of which is to be reported to the Board meeting on a monthly basis. At the same time, it is also incumbent on the Board of Directors to approve the following year's corporate vision/mission, targets, strategies, plans and budget.

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

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

- committed any gross violation;
- committed any fraudulent and unethical conduct;
- had any case that a non-executive director resigned due to any corporate governance issue;
- had any case bearing negative impact on reputation due to failure in the discharge of duties as a member of the Board of Directors.

Executive Directors

As of 31 December 2016, the Company has 19 executives. The list of executives and their respective responsibilities, shareholding and meetings of the Board of Directors are shown on Page 88-89 in this annual report.

Their resumes are on Pages 12-21 in this annual report.

Company's Secretary

In order to provide efficient administration in accordance with the policy on good corporate governance, the Company has appointed Mrs. Duangrudee Milintanggul, who possesses the required qualifications and appropriate experience, to be responsible as Company Secretary as of September 1, 2009.

The Company Secretary has duties and responsibilities as follows:

1. To provide primary advice to the Board of Directors concerning legal matters, Company's rules and regulation including monitoring its operation to ensure compliance. In addition, she would report significant changes (if any) to directors as well.
2. To coordinate between the Board of Directors and management, provide supervision and coordination on legal matters including relevant rules & regulations, as well as to monitor and ensure that appropriate actions are taken according to the Board's resolutions.
3. To hold Shareowners' and the Board of Directors' meetings in compliance with the relevant 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 the implementation of such resolutions.
5. To coordinate with responsible agencies in charge of the SEC and SET, and take charge of disclosure and reporting of information to the public, in so far as regulations of the 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 trading of Company shares by Directors and Executives
 - Annual report
 - Form 56-1
7. To keep and maintain reports of interests submitted by the Directors or Executives, as well as send copies to the President and Chairman of the Audit Committee within 7 days from the day of receipt.
8. To organize orientation and provide guidance to newly-appointed board members.

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

10. To undertake other responsibilities as regulated by SEC and assigned by the Company.

Profile in brief :

Name-Surname :

Mrs. Duangrudee Milintanggul

Education:

Bachelor in Business Administration & 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 of the Corporate Governance Committee
2. Member and Secretary of the Risk Management Committee
3. Corporate System Development Manager
4. Quality Management Representative (ISO 9001)
5. The Company's Secretary and Investor Relations
6. 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 2016 monetary remuneration for the operating year 2015

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

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

| Name | Position | Remuneration Directors * (Baht) | | | |
|-------------------------------|---|---------------------------------|--|---|-------------------|
| | | (A) Board of Directors | (B) Audit Committee/ Corporate Governance Committee | (B) Remuneration Committee/ Nomination Committee/ Risk Management Committee | Total |
| 1. Som Chatusripitak, Ph.D. | Chairman | 3,470,000 | | | 3,470,000 |
| 2. Boonsithi Chokwatana | Honorary Advisory Director | 1,388,000 | | 16,000 | 1,404,000 |
| | Advisor to the Executive Board of Directors | | | | |
| | Nomination Chairman | | | | |
| 3. Boonkiet Chokwatana | Chairman | 1,396,000 | | 32,000 | 1,428,000 |
| | Executive Chairman | | | | |
| | Remuneration Chairman | | | | |
| | Nomination Director | | | | |
| 4. Thiraphong Vikitset, Ph.D. | Audit Chairman and Independent Director | 546,000 | 120,000 | | 666,000 |
| 5. Thamarat Chokwatana | Managing Director | 1,088,000 | | 104,000 | 1,192,000 |
| | Vice Executive Chairman | | | | |
| | Remuneration Director | | | | |
| | Nomination Director | | | | |
| | Risk Management Director | | | | |
| 6. Amorn Asvanunt | Independent Director and | 488,000 | 88,000 | 72,000 | 648,000 |
| | Audit Committee Member | | | | |
| | Risk Management Director | | | | |
| 7. Nophorn Bhongsvej | Independent Director and | 496,000 | 120,000 | | 616,000 |
| | Audit Committee Member / | | | | |
| | Corporate Governance Committee Chairman | | | | |
| 8. Duangphorn Sucharittanuwat | Independent Director and | 496,000 | 96,000 | | 592,000 |
| | Audit Committee Member | | | | |
| 9. Manu Leelanuwatana | Director / Nomination Director | 496,000 | | 16,000 | 512,000 |
| 10. Vira Ua-Arak | Director | 496,000 | | | 496,000 |
| 11. Somphol Chaisiriroj | Director | 788,000 | | | 788,000 |
| | Total | 11,148,000 | 424,000 | 240,000 | 11,812,000 |

Remark : * Number of meetings attended by Directors of the Board 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.

- # 1. Resigned from the position of Chairman on 31 May 2016
- # 2. Became Honorary Advisory Director Counsel on 31 May 2016
- # 3. Became Chairman of the Board of Directors on 31 May 2016
- # 10. No longer Director as of 25 April 2016

(b) Remuneration for the executive directors and the first 4 directors of the executive board ranking from the Managing Director and all other executives equivalent in rank to the 4th executive, totaling 19 persons amounted to Baht 70,770,550 including salary, gratuity, allowance and conference allowance.

2. Other remuneration

- Other remuneration for directors - None -
- Other 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 fund manager 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 in considering directors' remuneration are as follows :

1. To perform the duties of Company's director (Member, Board of Directors)
 - Annual Remuneration (Gratuity) paid to every director.
 - Conference Allowance paid to attending directors.
 - Chairman 10,000 baht / meeting
 - Director 8,000 baht / meeting
 - Director fee (only paid to the Chairman)
2. To perform the duties of Director of the Audit Committee.
 - Conference Allowance paid to attending directors.
 - Chairman 10,000 baht / meeting
 - Director 8,000 baht / meeting
3. To perform the duties of Director of the Remuneration Committee, Nomination Committee, Corporate Governance 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 2016

- 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 agreement made by the Company during the accounting year.

- None -

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

- Shares held by Directors and Executives in the company (including shares held by their spouse and children who are still minors) increase / decrease during the past year as Shareowning of Directors and Executive on page 87 of this annual report
- Shares held by Directors in affiliated companies.
- None -

Human resources

As of 31 December 2016, the Company has 7,002 employees and makes payments of 1,960,210,331 Baht in annual salary, commission, transportation cost, allowance, overtime, incentive and bonus.

Number of employees and remuneration

| Description | Number of employees | Remuneration (Baht) |
|---------------|---------------------|----------------------|
| Office Staffs | 1,960 | 815,933,051 |
| Sales persons | 5,042 | 1,144,277,280 |
| Total | 7,002 | 1,960,210,331 |

Significant change in the number of personnel or major labor dispute in the past 3 years - None -

Policy in human resource development

Employees are a valued resource and the major driving force which will enable the organization to achieve success. Which is why the company will always strive to strengthen, train and develop knowledge and capabilities, in addition to allowing employees to play a role in determining the direction and development of the company. This is achieved through the introduction of IT and communications technology in the process of recruiting new human resources and the development of employees. Also featured is the continued support of career advancement, and enhancing the potential of employees. The target "Strive to be a leading company of the Thai people with business operations on par to international standards, focusing on creating innovation and developing the company through the reliance on ethics and morals leading to a sustainable future".

The policy of strengthening and supporting the development of employee potential in the organization, in terms of their thinking and concrete actions, under the company's beliefs that all employees should be prepared for future expansion of company business is illustrated by human resource development courses catering to their specific job descriptions, sales development courses, language skills courses, leadership training courses, and self-learning systems are offered through multimedia communications systems of the company.

Therefore, every course curriculum designed to develop employees based on their job positions and responsibility at ICC includes 7 principle thoughts in achieving success which will enable them to work and achieve success on a personal level, other people, organization and country. Also included is the enhancement of knowledge and skills sets that will enable them to pass on their knowledge and expertise to the next generation.

Employees Development Policy and Activities as stated in Sustainability Report 2016 of the Company.

Shareowning of Directors and Executives

| Name | | December | | | | Increase (Decrease) |
|--------------------|---------------------------|---------------------------|-------------------------------|---------------------------|-------------------------------|------------------------|
| | | 2016 | | 2015 | | |
| | | Shareowning | | Shareowning | | |
| | | Directors / Executives | Spouse / Minor Children | Directors / Executives | Spouse / Minor Children | |
| 1. Som | Chatusriptak Ph.D. | - | - | - | - | - |
| 2. Boonsithi | Chokwatana | 6,558,940 | - | 6,558,940 | - | - |
| 3. Boonkiet | Chokwatana | 4,264,340 | 167,790 | 4,029,340 | 167,790 | 235,000 |
| 4. Thamarat | Chokwatana | 1,787,210 | 64,501 | 322,110 | 64,501 | 1,465,100 |
| 5. Thiraphong | Vikitset Ph.D. | - | - | - | - | - |
| 6. Amorn | Asvanunt | - | - | - | - | - |
| 7. Duangphorn | Sucharittanuwat | - | - | - | - | - |
| 8. Nophorn | Bhongsvej | - | - | - | - | - |
| 9. Manu | Leelanuwatana | - | 12,440 | - | 12,440 | - |
| 10. Vira | Ua-Arak | - | - | 612,320 | - | (612,320) |
| 11. Somphol | Chaisiroj | 63,340 | - | 63,340 | - | - |
| 12. Munchusa | Terapongpipat | 12,510 | - | 102,510 | - | (90,000) |
| 13. Kobsuk | Saengsawad | 1,420 | - | - | - | 1,420 |
| 14. Khanisorn | Suyanand | 540 | - | 540 | - | - |
| 15. Ramida Russell | Maneesatiean | 10,000 | - | 10,000 | - | - |
| 16. Kityaporn | Chaithavornsathien | 5,985,160 | - | 7,450,260 | - | (1,465,100) |
| 17. Bussabong | Mingkwanyeon | 680 | - | 680 | - | - |
| 18. Viritpol | Chaithavornsathien | - | - | - | - | - |
| 19. Somkid | Chakawannorasing | 99,050 | - | 99,050 | - | - |
| 20. Nonglaks | Techaboonanek | - | - | - | - | - |
| 21. Pranot | Vesaruchavit | - | - | - | - | - |
| 22. Chailert | Manoonpol | 1,460 | - | 1,460 | - | - |
| 23. Pennapha | Dhanasarnsilp, Ph.D | 6,100 | 10,000 | 6,100 | 10,000 | - |
| 24. Pairoj | Hirunwongsawang | 6,970 | - | 6,470 | - | 500 |
| 25. Nattapat | Petchratanaporn | 10,000 | - | 35,000 | - | (25,000) |
| 26. Surat | Wongrattanapassorn, Ph.D. | 20,000 | - | 20,000 | - | - |
| 27. Sawat | Posinsomwong | - | - | - | - | - |
| 28. Nichapa | Piriyapokin | 1,220 | - | - | - | 1,220 |
| Total | | 18,828,940 | 254,731 | 19,318,120 | 254,731 | (489,180) |

Note: # 1 is no longer a Director since 31 May 2016
10 is no longer a Director since 25 Apr 2016
12 was promoted to be a Director on 25 Apr 2016
13 was promoted to be a Director on 25 Apr 2016
28 was promoted to be a Vice President Div. T on 1 Sep 2016

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

| Name | | Office period of company's Directors (end Dec31, 16) (Year) | Position | | | | | | |
|-------------------------------------|-------|---|---------------------------------------|----------------------|-----------------------------|---------------------------|---------------------------------|-------------------------------------|---|
| | | | Board of Directors (BOD) | Audit Committee (AC) | Remuneration Committee (RC) | Nomination Committee (NC) | Risk Management Committee (RMC) | Corporate Governance Committee (CG) | Executive Committee (EC) |
| 1. Som Chatusritipak, Ph.D. | | | | | | | | | |
| 2. Boonsithi Chokwatana | 25 | | Honorary Advisory Director | | | Chairman | | | Advisor to the Executive Board of Directors |
| 3. Boonkiet Chokwatana | 43 | | Chairman | | Chairman | √ | | | Executive Chairman |
| 4. Thiraphong Vikitset, Ph.D. | 17 | | √ | Chairman | | | | | |
| 5. Thamarat Chokwatana | 17 | | President and Vice Executive Chairman | | √ | √ | √ | | President, Vice Executive Chairman and Vice President Div.G,X |
| 6. Amorn Asvanunt | 36 | | √ | √ | | | Chairman | | |
| 7. Nophorn Bhongsvej | 2 | | √ | √ | | | | Chairman | |
| 8. Duangphorn Sucharittanuwat | 5 | | √ | √ | | | | | |
| 9. Manu Leelanuwatana | 12 | | √ | | | √ | | | |
| 10. Somphol Chaisiriroj | 7 | | √ | | | | | | |
| 11. Munchusa Terapongpipat | 8 mth | | √ | | √ | √ | √ | √ | Vice President Company Administration Div. |
| 12. Kobsuk Saengsawad | 8 mth | | √ | | | | | | |
| 13. Vira Ua-Arak | | | | | | | | | |
| 14. Ramida Russell Maneesatiean | | | | | | | | | Vice President Div. B |
| 15. Bussabong Mingkwanyeon | | | | | | | | | Vice President Div. H |
| 16. Somkid Chakawannorasing | | | | | | | | | Vice President Div. J |
| 17. Nonglaks Techaboonanek | | | | | | | | | Vice President Div. M, O |
| 18. Chailert Manoonpol | | | | | | | | | Vice President Div. S |
| 19. Pennapha Dhanasarnsilp, D.B.A. | | | | | | | | | Vice President Div. V |
| 20. Nattapat Petchratanaporn | | | | | | | √ | √ | Vice President Accounting Finance Div. |
| 21. Surat Wongrattanapassorn, Ph.D. | | | | | | | | | Vice President Information and Technology Div. |
| 22. Khanisorn Suyanand | | | | | | | | | |
| 23. Kityaporn Chaithavornsathien | | | | | | | | | |
| 24. Viritpol Chaithavornsathien | | | | | | | | | |
| 25. Pranot Vesaruchavit | | | | | | | | | |
| 26. Nichapa Piriyapokin | | | | | | | | | |
| 27. Sawat Posinsomwong | | | | | | | | | |
| 28. Pairoj Hirunwongsawang | | | | | | | √ | | |
| 29. Pitacha Poosunthornsri | | | | | | | √ | | |
| 30. Duangrudee Milintanggul | | | | | | | √ | √ | |
| Total | | | 11 | 4 | 3 | 5 | 7 | 4 | 12 |

Notes: : # 1 is no longer a Chairman since 31 May 2016
10 is no longer a member of Executive Committee nor a Vice President Div.W since 1 Jul 2016
11 has taken the office as a member of the BOD since 25 Apr 2016
12 has taken the office as a member of the BOD since 25 Apr 2016
13 is no longer a member of the BOD since 25 Apr 2016
23 is no longer a member of Executive Committee since 31 May 2016
26 was promoted to be a Vice President Div. T since 1 Sep 2016
27 was promoted to be a Vice President Div. W since 1 Jul 2016

(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

| Ⓐ Executives | Ⓑ Attendance to the Meetings | | | | | | | | Attendance to the 51 th shareowner's meetings 2016 |
|--|---------------------------------------|--------------------------------------|-------------------------------------|-------------------------------------|--------------------------------------|-------------------------------------|---|---|---|
| | 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 9 meetings/ year | CG's meeting 3 meetings/ year | EC's meeting | | |
| | | | | | | | Primary Meeting 31 meetings/ year | Secondary Meeting 24 meetings/ year | |
| | 12/12 | | | | | | | | √ |
| √ | 11/12 | | | 2/2 | | | 31/31 | | √ |
| | | | | | | | | | |
| √ | 12/12 | | 2/2 | 2/2 | | | 30/31 | 11/11 | √ |
| | 12/12 | 12/12 | | | | | | | √ |
| √ | 11/12 | | 2/2 | 2/2 | 9/9 | | 27/31 | 21/24 | √ |
| | | | | | | | | | |
| | 11/12 | 11/12 | | | 9/9 | | | | √ |
| | 12/12 | 12/12 | | | | 3/3 | | | √ |
| | 12/12 | 12/12 | | | | | | | √ |
| | 12/12 | | | 2/2 | | | | | √ |
| | 11/12 | | | | | | 17/31 | 19/24 | √ |
| √ | | | 2/2 | 2/2 | 9/9 | 3/3 | 31/31 | 24/24 | √ |
| | | | | | | | | | √ |
| | 12/12 | | | | | | | | √ |
| √ | | | | | | | 28/31 | 22/24 | √ |
| √ | | | | | | | 29/31 | 23/24 | √ |
| √ | | | | | | | 23/31 | 21/24 | √ |
| √ | | | | | | | 29/31 | 23/24 | √ |
| √ | | | | | | | 24/31 | 17/24 | √ |
| √ | | | | | | | 30/31 | 23/24 | √ |
| √ | | | | | 8/9 | 3/3 | 27/31 | 23/24 | √ |
| √ | | | | | | | 30/31 | 24/24 | √ |
| | | | | | | | | | |
| Vice President Div. A | | | | | | | | | √ |
| Vice President Div. D | | | | | | | 18/31 | 14/24 | |
| Vice President Div. I | | | | | | | | | |
| Vice President Div. R | | | | | | | | | √ |
| Vice President Div. T | | | | | | | | | |
| Vice President Div. W | | | | | | | | | √ |
| Vice President Sales Administration Div. | | | | | 9/9 | | | | √ |
| | | | | | 9/9 | | | | √ |
| | | | | | | 3/3 | | | √ |
| 19 | | | | | | | | | 27 |

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

[illegible]

| | | | | | |
|-----------------|-----------------------------------|-----------------------------|---------------|-------------------------------|---------------------------------|
| Remarks: | A = Chairman | B = Vice Chairman | C = President | AB = Honorary Chairman | EC = Director and Executive |
| | D = Director Manage | E = Executive Chairman | F = Director | AD = Chief Counsel | Vice President |
| | G = Chairman of Advisory Board | I = Vice President Division | | AC = Audit Committee Chairman | FC = Director Advisor |
| | | | | DE = Vice President | FD = Honorary Advisory Director |

[illegible]

Corporate Governance

The Board of Directors is committed to sustainable business operation, adhering to good corporate governance, placing importance on building good corporate governance, determined to leverage good corporate governance standards continuously, to ensure that our business operations proceed with integrity and fairness, an effective management system which is transparent and accountable, free from corruption in all forms whether directly or indirectly, and embracing corporate social responsibility for communities, society, the environment and all stakeholders. It has also helped to increase the added-value 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 the concept of 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 its employees to value integrity, honesty, diligence, resilience, sharing and intellectual capacity in carrying out responsibilities, as well as preparedness to face economic, political, cultural, social and environmental changes with a view to well-balanced and sustainable benefits

The Board of Directors is confident that an effective, transparent and accountable governance system is in place along with checks and balances and an internal control system that is sufficient and appropriate, together with 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.

The Company is currently studying the new edition of the Good Corporate Governance Code (CG Code) as amended by the SEC and SET, for subsequent application to our organization.

Code of Conduct under Good Corporate Governance

With the determination to conduct business with fairness, transparency and accountability and effectiveness compliance under good corporate governance principles, the Board of Directors has formulated the Good Corporate Governance guidelines as a Code of Conduct for Company directors, executives and all employees. Our CG Code is based on good corporate governance criteria set forth by the Stock Exchange of Thailand, Code of Conduct of the SEC and SET, plus the amendment under the

Corporate Governance Report of Thai Listed Companies (CGR) issued by the Thai Institute of Directors and is in line with the ASEAN CG Scorecard criteria, so as to ensure that compliance will help achieve our vision and mission.

The Board of Directors reviews and improves the Good Corporate Governance Principles annually, to ensure compliance with new criteria which are introduced so as to keep up-to-date with the changes of criteria and regulations in our business operation, strategy, in line with international standards and enhancing the Company's competitiveness in the AEC.

The Board of Directors has formulated the Good Corporate Governance (1 amendment) to be consistent with the ASEAN CG Standard and in line with the good corporate governance of listed companies 2012 as stipulated by the SET, which has been approved by the Board of Directors Meeting No. 9/2556 on 28 January 2014 which includes;

1. Corporate Governance Policy
2. Corporate Governance Principles 5 Sections
3. Business Code of Conduct
4. Ethics for the Company Directors, Executives and Employees

The documentation was provided to all members of the Board of Directors, Executives, employees and published in the Company website (<http://www.icc.co.th>) to serve as mutual guidelines for our business operation and conduct.

Corporate Governance Policies

In pursuant thereof, the Board of Directors therefore 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 risk 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 manner to the extent that the legitimate interests of the Company are not prejudiced.

6. The ownership rights of shareholders shall be appreciated and respected. Shareholders shall be treated equitably.

7. Undertakings shall have regard to the responsibilities of shareholders, 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.

Implementation of Corporate Governance Policy

In 2016 the Company published the documentation of good corporate governance which consisted of 1. Corporate Governance Policy 2. Corporate Governance Principles 3. Sections 5 Business Code of Conduct 4. Ethics for the Board of Directors, Executives and Employees in 3 languages- Thai, English and Japanese for the purpose of dissemination, orientation and promotion of understanding of good corporate governance as well as providing copies to the Board of Directors, Executives and employees.

Good Corporate Governance was also made into animation for the purpose of training, enhancing understanding among the Board of Directors, Executives and all employees, and for dissemination to external parties, shareholders, investor and trading partners.

The Board of Directors is well aware that corruption may cause serious adverse impacts on the entire organization, whether in terms of management, trust, acceptance and stakeholders' confidence, to the detriment of corporate sustainability.

In 2015, ICC joined a Private Sector Collective Action Coalition against Corruption (CAC) and in 2016, represented by the Management and working team, applied for accreditation of the Anti-Corruption Standard Certification process from the Institute of Thai Directors (IOD). The Corporate Governance Committee has considered and revised the self-assessment

form regarding the 71 articles of countering corruption, as well as recommended guidelines for risk assessment and internal control. Subsequently the Audit Committee conducted self-assessment of internal controls on the basis of the said 71 articles of countering corruption. ICC has been certified as a member of Thailand's Private Sector Collective Action Coalition against Corruption on 14 October 2016.

Conducting of corporate good governance

With recognition of the importance of compliance to the good corporate governance and commitment to carry on improvement of good corporate governance of our Board of Directors, Executives and employees of all levels, ICC have achieved;

- Assessment of arrangement quality of the Annual General Shareowners' Meeting 2016 by the Thai Investors Association with total score of 100, is classified at "Excellence and Exemplary" level for eight consecutive years.
- Corporate Governance Report of Thai Listed Companies 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.
- Certificate of Membership of Private Sector Collective Action Coalition against Corruption : CAC

In 2016, 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.

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 Right to acknowledge the information

All shareowners have the right to equally receive the information in which the Company publishes in Thai and English via communication channel of SET and company website (<http://www.icc.co.th>) to ensure all shareowners will be informed. The information we provide are such as result of quarterly and annual operation, management policy, related transactions, disposal and acquisition of major assets, information use required in the meeting of shareowners, list of the first 10 shareowners of the Company as of the closing date of the shareowner's register for the Annual General Meeting, minute of the meeting which is published within 14 days from the date of meeting, a number of shares of minor shareowners, and other information which is considered necessary in making decision among shareowners. All of our information are disclosed accurately, completely, transparently and in timely manner.

1.2 The Right to attend the meeting of shareowners

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 regula-

tions to be enforced which require shareowners' approval, the company shall arrange an extraordinary 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.

The Board of Director supervises to ensure that in the invitation letter, the date, time, place are included, and meeting agenda are provided with explanation and reasons.

In 2016, the 51st General Shareowners' Meeting was held on April 25, 2016 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

1. The Company allows shareowners to attend a meeting, promotes shareowners to share their opinions as well as raise questions in the matter relating to the Company. The Company entitles minor shareowners to propose the matters to be listed as an agenda in the general meeting of shareowners and/or to propose a candidate for directorship.

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 02-294-1155, by clearly defining the criteria for question submission in the Annual General Shareowner's Meeting Notice and on the Company's website.

In the general shareowners' meeting for the year 2016, the Company has provided an opportunity for shareowners to propose any agenda to the 51st general shareowners' meeting and to nominate any person to be elected as a member of the board of directors during December 1 - 30, 2015, 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 51st general shareowners' meeting and no candidate has been nominated to be elected as a member of the board, and no questions were sent in advance.

2. 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 23, 2016, 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.

3. The Company discloses invitation letter to the meeting and supplementary document having identical content to the counterpart sent to shareowners in both Thai and English version on the company website more than 30 days prior to the meeting date. The disclosure is made on 22 March 2016 to enable quick and convenient access among Thai and foreign shareowners in order to have more time for taking consideration.

4. The Company has sent out an invitation letter on 1 April 2016 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 24 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 18-20, 2016 - seven days prior to the meeting date.

The invitation letters were sent in English and Thai language for foreign investors or institutional investors, as to encourage the attendance among them. Shareowners can see more details relating to the meeting on our website www.icc.co.th.

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.

In 2016, 5 foreign shareowners and institutional investors assigned proxy to the Audit Committee.

Attend the meeting of shareowners

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 51st general shareowners' meeting held on April 25, 2016, eleven members of the Board of Directors have all attended the meeting, including the chairman of the board and the chairman of the six Sub- committees. All members of audit committee, the remuneration committee, the nomination committee, risk management committee, corporate governance committee, executive committee, the Management - represented by Chairman of executive committee, President, Vice President Accounting and Finance Division, Vice Presidents from all divisions attended the meeting 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 company secretary informs the number/ratio of shareowners attending the meeting and 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 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, witnesses and 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 observed the vote counting. The result is disclosed and recorded in the minute of the meeting. In case that any shareowners have a question or contradiction to the voting, they enable to check after the meeting.

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

Followings are 2016 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 - 8 | 150 | 240,041,310 | 100.00 | - | - | - | - | - | - |

(Before entering Agenda 1, one shareowner entered the meeting. Please see detail in the Minutes of the General Meeting of Shareowners disclosed in the company website).

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 entitles shareowners to elect individual director and to propose candidate for directorship. The proposed candidate shall be approved by nomination committee. In case of independent director, he/she must be qualified as stipulated by the Company, notification of the Market Advisory Board. The list of candidate shall be included in the invitation letter, having names, brief biography, age, position, education, work background, a number of previous companies he/she used to hold directorship/executive position in (listed companies and other companies), holding position in competitor entity/in entity involved the Company's business, shareholding in the Company, criteria and method of nomination, type of director being proposed (according to the information sent in the invitation letter and as disclosed on the company website).

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 2017, the Company still entitles shareowners to nominate candidate(s) to be elected as the Company's directors prior to the 52nd general shareowners' meeting 2017. Details are as per item 1. Before the Annual General Meeting (Right of Shareowners) on page 96 in this Annual Report.

- **Remuneration:** The Board of Directors has granted shareowners 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 nomination is based on operation result, performance, the compensation approved by the shareowners' meeting, the compensation rate of the previous year, and the comparison of the compensation of the same position in the same business, authorities, duties and responsibilities. The remuneration policy and criteria are set forth for each director position, dividing in the board of directors, audit committee, nomination committee, remuneration committee, corporate governance committee, and risk management committee. The approved budget is concluded in actual amount being paid and form of payment and divided for different individual member of each committee which are the board of directors, audit committee, nomination committee, remuneration committee, and corporate governance committee, risk management committee as specified in form 56-1 and in page 85-86 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 of each agenda in Thai and English version 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 of the meeting 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, and also sent to the Department of Business Development within the time as stipulated by law.

1.3 Structure of Sharesowning

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 2016, the Company disclosed the structure of related businesses with similar or related natures, or having cross sharesowning structures on page 44-45 . of this Annual Report. Similar information was also posted on the Company's website.

In the year 2016, the board of directors and executives, including their spouses and minor children, hold the Company's shares totaling 6.57 %, which does not exceed 25 % of the Company's sold-out shares, and the proportion of free float share-holding is at 27.00 %, which is higher than 25 % of the Company's sold-out shares.

2. The Shareowners' Right to Equitable Treatment

1. 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.

2. The Board of Directors treats all shareowners with equality and fairness. Owner of the same type of share have identical right to vote, whereby one share represents one vote.

3. The Board of Directors allows that a shareowner who cannot attend the meeting may assign a proxy to attend and vote on his behalf, where details of the vote is passed in the

proxy form. At least one independent director can be selected as a proxy holder.

4. The Board of Directors allows minor shareowners to propose a candidate as a director in the Annual General Meeting.

5. The Board of Directors discloses an invitation letter to the meeting, both in Thai and English version, on company website at least 30 days prior to the meeting date.

6. The Board of Directors support all shareowners to exercise their right as a shareowner. All invitation letter to the meeting and supplementary documents are sent for consideration in advance including English version (for foreign shareowners).

7. The Board of Directors formulates policy to prevent the use of confidential information and measures for one's own, and the other's benefit in hasty manner. The Board of Directors, executives and all employees who have access to the confidential information (by their position) are not allowed to purchase-sell the Company's assets one month before disclosure of financial statement to the public.

8. The Board Directors determines that the Board of Directors and executives should report their interest and related person's interest, manage the conflict of interest with prudence, comply to the rules of the Securities and Exchange Commission.

According to the Corporate Governance Policy and Principles, in Fair Treatment to Shareowners article, the Company shall treat all shareowners equally and fairly, taking into account the right and equality of each shareowner.

2.1 Usage of right to attend the meeting

1. In case of foreign shareowners, the Company prepares invitation letter to the meeting as well as supplementary documents - such as the minutes of the meeting in English which is attached together with Thai version. Such document can be viewed via the company website, in which is provided in Thai and English version too.

2. 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.

3. In the Annual General Shareowners' Meeting, the company provided a procedure and channel as to create opportunities for minor shareowners to propose qualified candidates to be elected as a director. The shareowners were allowed to submit their proposals before the AGM meeting date according to the criteria set forth, including the contact channel and time during 1-30 December 2015. Such information, both in Thai and English versions, was distributed through channels of SET and the company's website.

Shareowners are allowed to send their inquiry in advance. Neither list of candidate for director nor inquiry were sent in advance.

4. In 2016, the Company held 1 General Meeting of Shareowners on Monday 25 April 2016 and assigned the Depository for Securities (Thailand) Company Limited, the Company's share registrar to send the invitation letter to the meeting to shareowners 24 days in advance. The letters were sent on 1 April 2016 and disclosed on the Company website 30 days in advance 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 unable to attend the meeting.

The company will also facilitate the foreign shareowners by sending out the meeting invitation letter with relevant documents in English and Thai language as to support all shareowners, including institutional investors.

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 22, 2016. This allows the Thai and foreign shareowners to access into the Company information conveniently and rapidly, including having more time to consider it.

For the 52nd general shareowners' meeting held on April 24, 2017, the Company will send out an invitation letter with all related documents as enclosure on April 3, 2017 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.

5. 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 51st general shareowners' meeting held on April 25, 2016

| | persons | No. of shares | % (shares) |
|---|---------|---------------|------------|
| Shareowners as listed in share registration | 1,957 | 290,633,730 | 100.00 |
| Total number of attendants | 150 | 240,041,310 | 82.59 |
| Attended by oneself | 53 | 24,330,376 | 8.37 |
| Proxy | 97 | 215,710,934 | 74.22 |
| - Proxy to audit committee | 13 | 7,703,710 | 2.65 |
| - Proxy to individual | 84 | 208,007,224 | 71.57 |

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

7. 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.

8. The Company conducted the assembly in accordance with the meeting agenda set forth. There was no additional agenda, or change of important information without advance notice to shareowners.

9. To vote in each agenda, which is proceeded openly, the Company distributed ballots to all shareowners/proxy holders during the registration. Shareowner/proxy holder who disagree or abstain shall return the ballot with his signature only. Except in the agenda involved election of directors, the ballot is collected from all shareowners/proxy holders attending. The Company provides adequate personnel and technology in support of the registration and voting procedures by using barcode as to

enhance the convenience, speed and transparency.

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 127 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.

The Company has developed IT control system for electronic documents interchange and determined access level (with password for each user), to suit the duties and responsibilities of particular user on every level.

In 2016, 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.

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.

The Company required the directors and executives, including spouses and minor children 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 within 3 days from the date of such change, and send a copy to the Company Secretary as to further report to the Board of Directors in the next meeting of the Board. 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.

In 2016, the directors and executives of the Company acted in strict compliance with the Policy. There was no trading in securities during the silent period.

The Company has in place the measures to control interest of the Board of Directors and executives. The Board of Directors and executives shall report their interest, or related person's interest as per following circumstances:

1. Hold directorship or executive position for the first time
2. Change of interest information
3. The Board of Directors and Executive report on such interest to the Company Secretary and the Company Secretary further sends it to the Chairman and Chairman of the Audit Committee for acknowledgment within 7 days from the date of receipt of the said report.

In 2016 the Board of Directors and executives have complied to the criteria set forth.

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 share-owners. The disclosure of information is provided in order to create equal information acknowledgment to everyone.

Inter-related transactions that may bring about conflict of interest, the Company would oversee and 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 3.26 % or when compared to total expense, is equal to 9.53 % 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 2016 have been disclosed on page 137-140 of this annual report with complete, sufficient and transparent information.

In 2016 the Company has not provided financial support to the associated companies or related companies, but to the subsidiaries by renewal of loan agreement and jointly guaranteed the joint venture in proportion of the owning shares.

In 2016, there were neither related transactions nor trading of assets that violated and/or not follow the regulations of SET or SEC.

3. Role of Stakeholders

1. 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.

2. According to the Corporate Governance Policy and Principles, in regard to the role of stakeholders'

The Company adheres to the responsibility and respects to the right of all groups of stakeholders which include internal and external parties, government sector and related authorities, as well as the responsibility to the communities, societies and environment. 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.

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 formulated policy and guideline on the practice to stakeholders, in handbook called: Business Code of Conduct and Ethics for the Board of Directors, executives and employees' which are published via the company intranet and website (<http://www.icc.co.th>) in order to magnify the scope of moral and ethic, where the business is conducted based on creating the balance and fairness among stakeholders, to be a practice guideline to treat the Company, shareowners, customers, employees, trading partners, trade creditors, loan creditors, competitors, government sector, society and environment, as well as to enhance the stakeholder's participation in creating sustainable business for the Company.

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.

3. 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 2015.

4. The Board of Directors supervise to have a channel and procedures where all groups of stakeholders can make a report or complaint in the matter that may result in damage to the Company, the accuracy of financial report or the unfair treatment.

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.

In 2016, the number of complaints dropped by 51% in comparison to year 2015, The Company has brought such information to product and service development procedures in order to assure the highest satisfaction of consumers.

5. The Board of Directors has formulated policy and guideline to protect its employees or whistle-blowers - who informs about important matters that may causes damages to the Company or the unfair treatment.

6. The Board of Directors supports the corporate social responsibility reporting which has been an integral part of the Annual Report.

In 2016, the Company provides the Sustainability Report 2016 which is a part of this Annual Report under the Global Reporting Initiative (GRI) in separate print out and included as an integral part of this annual report.

The practice of sustainable business operation under environmental standards

The Company is committed to conduct a sustainable business, taking into account the responsibility under environmental standard, whereby the sustainable business is deployed as one of the Company mission and set forth in our Corporate Governance Policy and Business Ethics. This is to ensure that the Company operates business while places the consideration on the impact to natural resources and environment as well. Thus, the Company has issued code of conduct under the management of natural resources and environment. For more details, please see our Sustainability Report Year 2016.

In 2016, the Company conducted business under environmental standards which applied within and outside the organization. For more details, please see our Sustainability Report Year 2016.

Within the organization

1. The Company changed uniforms of sale staff, using CoolMode fabric, aiming to contribute the help in global warming. After such change, we received Climate Change Navigator for using CoolMode clothes from the Thai Textile Institute and Thailand Greenhouse Gas Management Organization (Public Organization).

2. The Company deploys Solar Cell Rooftop, using solar rooftop for our head office in Bangkok to support the use of alternative energy.

Outside the organization

1. The Company is committed to business operation which is environmentally friendly, hence, we carefully select product for children. 'ENFANT', the children clothing is manufactured

under Health&Safety concept for the good health and safety of your little loves, by standardized trading partner of ICC. ENFANT product is certified as a 'Green Label' for its safety, non-toxic and environmental care.

2. The Company took part in Little Forest, a project initiated by Kasetsart University with objective to reforest an area of 100 rai as well as to conserve the forest at Wang Chin Forest, Wang Chin district, Prae.

Human Resource Development Policy

The Board of Directors recognizes the importance of employees that they are a valuable asset and are essential part that drives the organization toward success. Thus, the policy and practice guidelines related to knowledge and potential development of employees are formulated. The Company also considers the safety in life, health and assets of the employees, and has in place the policy and practice guidelines related to safety, hygiene and working environment. For more details please see Sustainability Report Year 2016.

In 2016, there is no record of severe accident of employees.

Anti-Corruption Policy

The Company is determined to conduct business with transparency and fairness, therefore prepared the guideline for anti-corruption issues. The guideline also includes the creation of awareness, values, attitude, and instilled into corporate culture that will encourage the compliance to applicable laws and regulations among the Board Members, Executives, and employees on all levels. The Company does not support the achievement to success based on corruption. The Company prepared anti-corruption policy and the compliance to the policy which was approved by the meeting of the Board of Directors on 31 March 2015 and 15 March 2016 respectively. The Company has passed on policy and practice guideline of anti-corruption for business benefit in order to be a practice guidelines among Board members, executives and employees of all levels. The said policy and guidelines are included in the orientation session for new employees, communicates to trading partners and suppliers and prepared in the print out version and distributes to the board members, executives, trading partners and suppliers and discloses via company website.

Moreover, the Company develops the Receipt Complaint System to receive any information about any evidence of fraud and corruption. Stakeholders can inform about evidence of fraud and corruption through email: iccauditcommittee@icc.co.th and P.O. Box 22, Yannawa, Bangkok 10120.

In 2016, there were 5 complaints and information from outsiders about corruption and not abiding to the Regulations of the Anti - Corruption Policy and 1 complaint no evidence. It is under the process to seek for the truth. Investigation Committee was setup on 3 complaints for truth and the result shows evidence of fraud and did not conform to the Company Regulations. The value is not of relevance. The employee has been punished by dismissal in accordance to the Company Regulations. All in all, the Company emphasizes on strict enforcement and punishment.

In 2016, there were no complaints or petitions from stakeholders.

4. Information Disclosure and Transparency

1. 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 shareholders' 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 Board of Directors 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.

2. 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 Audit Committee and the Board of Directors. 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 Auditor is a person with knowledge and expertise, being independent and is approved by the SEC. The Auditor is not related or have any interest in the Company/subsidiary/ associated company/executive/major shareowners or related person of those. Thus, the Auditor is independent in auditing and providing opinions on the Company's financial statement.

3. The Board of Directors manages to have an agency or a person responsible for investor relations work as to communicate with external parties with equality and fairness.

According to the Corporate Governance Policy and Principles in 'Information Disclosure and Transparency'

The Board of Directors recognizes the importance in the quality of information, as well as the equal disclosure of information with transparency and justice. Hence, the Board of Directors oversee to ensure the important information disclosure related to the Company, whether financial and non-financial information, or the information that may affect the Company's securities price. This is to enable the shareowners and interested persons to be informed of the important information of the Company with accuracy, transparently, equally and in timely manner.

The Company discloses the information through various channels that are easy to access, through SET channel and company website in Thai and English version to assure the confidence among all stakeholders. Our principles are as follow.

1. Disclose the important information whether it is financial or non-financial.

The Company discloses the important information whether it is financial or non-financial. According to the regulation of the Stock Exchange of Thailand and Securities and Exchange Commission (SEC). 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>)

- 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>)

- Annual financial statement and quarterly financial statement

The Company's annual financial statement and quarterly financial statement are prepared and approved by the Auditor, Audit Committee. The Board of Directors discloses such information to shareowners or investors prior the due time, whereby investors can use as a supporting factor for making decision.

- Report of quarterly operation result

The corporate operation result is reported on quarterly basis in case the net profit as shown in the latest financial statement reach more than 20% comparing from the same period of last year. The explanation of the quarterly report is disclosed in SET disclosure system and company website.

During the previous year, the Company did not violate the information disclosure regulations as set forth by the SEC and SET.

In 2016, 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 Board of Directors takes consideration on the accountability and accuracy of the financial statement. To enable investors or shareowners apply to make decision, the Company has prepared the Report of the Board of Directors on Financial Statement as shown in page 141 in this Annual Report.

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 2016, 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, Corporate Social Responsibilities 2016.

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. for more information is in the inter-related transaction page 134-140 and in this annual report.

6. Important related transaction must be considered and approved by the Board of Directors.

The Company formulates the Related Transaction Policy to be in line with notification of the Securities Exchange Commission and Stock Exchange of Thailand. The related transaction shall be proposed to the Audit Committee for consideration, prior sending to the executive committee and Board of Directors. If such transaction is required to be disclosed pursuant to regulation of Stock Exchange of Thailand, the Company shall comply to such regulation.

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. The use of internal information is described on page 101-102,127 in this annual report.

The measures and practice guidelines are as follows;

- Report when undertake the directorship or executive position for the first time.
- Report upon changes of interest.
- Report at every year end.
- The directors and executive submits the Report of Interest to the Company Secretary within one month after being elected/appointed and changes.
- The Company Secretary will send the Report of Interest to the Chairman of the Board and Audit Committee within 7 days from the date of receipt such report.

In 2016, the Company did not receive any warning letters or were found dishonest by the Office of Securities and Exchange Commission.

8. Long-term objective/target of the Company

The Company has strong determination to become a leader in fashion business within the country, regionally, and

internationally covering variety of markets and customer groups, adhering to moral and ethics, visioning to sustainable future. ICC focuses on unique marketing approach to accomplish business opportunity, right market space in order to draw attraction among new customer groups. ICC encourages customer engagement, following the digital trend, as to offer impressive experience to customers through various marketing channels. The Company builds brand loyalty, maintains existing customer bases by improving quality of our products and services and brand identity to become a part of customer's daily life. For more details please see Policy and Business Overview page 40-45 in this annual Report.

9. Meeting and communication between executive committee, senior management and chiefs of all departments. The Company arrange to hold a meeting of senior management and chiefs of all departments on monthly basis in order to acknowledge business targets and strategy which is compulsory to communicate to all personnel to ensure the understanding and compliance in the same direction as well as to be a practice guidelines in performing their duties and responsibilities as to achieve the corporate goals.

10. 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 Watanakularoj
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 2016, 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 eight consecutive year at the 20th Saha Group Fair at the Queen Sirikit National Convention Center. During this event the President and Vice Executive Chairman welcome the group of investors, analysts, press, 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, analysts, press 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>.)

11. 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.

12. 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 12-21 and page 88-89 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 85-86 of this annual report.
3. The shareowning of directors and executives including spouses and minor children are disclosed on page 87 of this annual report and through the company’s website.
4. The shareowning structure: the company disclosed the top ten shareholders as of the closing

date for annual general shareholders’ meeting as shown on page 73 of this annual report and through the company’s website.

5. The organizational management structure has been disclosed on page 82 of this annual report. Moreover, the company also discloses the structure of the business group in accordance with its investment on page 62-67, together with the structure of its shareowning on page 44-45 of this annual report. It will also be published in corporate website.
6. Disclosure of business policy and overall performance on page 40-45 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 46-56 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 on Page of the Sustainability Report 2015.
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 57-60 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 132-133 and the Corporate Governance report by the Audit Committee on page 81 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 shareholder meeting in both Thai and English versions are publicized on the company’s website, and also available for public download.

13. Q&A sessions 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 114 of this Annual Report of the Company.
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.
18. Disclose the Whistle Blowing policy and publish on the Company website.
19. Disclose Corporate Governance Policy and Principles in 5 Sections, Business Code of Conduct, Code of Conduct for the Board of Directors, Executives and Employees on the Company website.

20. Disclose Anti-Corruption and Compliance to the Anti-Corruption Policy on the Company website.
21. Disclose information about investor relations.
22. Prepare and disseminate the newsletter that presents operation result of the Company and disclose on the Company website.
23. Disclose Company's information and press release through the Company website.

Good Corporate Governance and Operation Result.

The Board of Directors recognizes the importance of good corporate governance, adheres and complies to the good corporate governance set forth for the listed companies, as to build confidence among investors of our business operation and to grow sustainable. Thus, the Board of Directors has formulated the Corporate Governance Policy and Principles in 5 Sections, Business Code of Conduct, and Code of Conduct for the Board of Directors, Executives and Employees.

The Company supervises to review corporate governance policy annually, and to amend to be in line with ASEAN CG Scorecard, in order to be applied and adopted as considered appropriate. As for the not-applied parts, the Company will appropriately adapt it for future practice.

| Un-applied parts | Reasons |
|--|---|
| 1. The Company stockholders' structure is crisscrossed or pyramid shape among Group of companies. | This reason is existing business nature of Company before registering on the Stock Exchange of Thailand. However, the crisscrossed stockholding is not in conflict with Regulation No.14 according to the Securities and Exchange Commission at Tor Jor. 28/2551 about Application for Permit and Permission to Offer New Shares. |
| 2. The Company has no policy to limit the number of listed companies where each director, including independent director to hold directorship. | The Company is assured that there will be no effect to their performance because all directors devote their time to perform the duties for the Company at fullest effort, attend all meetings and bring about benefit to the Company throughout these past years. |
| 3. The Company has not determined the Policy to limit number of registered companies, where each director will hold positions and the term period for Company directors of not over 9 years has also not been specified. | The Company is confident that Company directors are knowledgeable and talented. Their experiences over the years will enhance them to have better understanding about the Company operation. |
| 4. The Remuneration Committee, Nomination Committee, the Chairman of Remuneration Committee and Chairman of Nomination Committee are not independent directors. | Everyone is a director with knowledge, experiences and expertise to perform such duties. |
| 5. The Board of Directors should consist of directors who are not management and the majority should be independent directors. | The company core business is trading business, therefore, the management must understand the business operation in order to show their opinion to the Company Board of Directors. |
| 6. The Company has not evaluate directors' performance on an individual basis. | Because the Board of Directors' evaluation reflects the whole operation, where each director can improve well in each topic. |

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 shareholders' 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
(4 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. Two Company Directors are Non-Executive Directors who have 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. The board of directors structure and non-executive directors balancing see page 83 in this annual report.

Qualifications of Independent Directors

The Board of Directors consists with 4 of Independent Directors which they are optimum qualify to hold the position of Independent Directors under the rules of Company, which is 36.36% of total member of Board of Directors, there is higher than the minimum requirements of Capital market Supervisory Board which specified the proportion 1:3 or 33.33% of total member of Board of Directors, besides that the Board of Directors consists with 1 of Woman Independent Director as well.

Therefore, the Company has 2 Independent Directors which holds the Director's position more than 9 years, because such 2 Independent Directors are qualify under the definition of Independent Director, having knowledge and experiences which could fulfill the Company and well performing duties and responsibilities.

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 shareholders or authorized persons of the Company. Definition of independent director is stated in the Form 56-1, attachment of the invitation letter for the 52nd general shareowners' meeting 2017 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 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 Company does not determine the restricted period of holding Director's position because each of Independent Director perform their duties and responsibilities with independent's view, no conflict of interest which is interfere with Company's interest and make a decision on highest benefit of the Company, includes having independent from Management Team and Major Shareowners of the Company, nevertheless, 2 of Independent Directors holding the position more than 9 years.

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 12-21 in the annual report.

The Board of Directors does not determine the restricted conditions of holding the Director's position in other companies more than 5 companies, because The Board of Directors believes that the business experiences and professionals are not subject to number of holding Director's position if the Directors having an abilities and intents to performing their duties and responsibilities as appointed and being trustworthy from the Board of Directors and Shareowners.

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 Executive Chairman to hold directorship in subsidiary and associated companies in order to ensure flexibility and consistency in management.

Aggregation or Segregation of Office

According to the difference of duties and responsibilities of Chairman to the Board of Directors and Highest Position of Management Team, the Company determined that the Chairman must not being the same person with the President of the Company, that will clearly separate of monitor duty from operating duty, resulted in check and balance in business operation. Further that, the Board of Directors determined the written scope of duties and responsibilities of the Board of Directors and sub-committees, Chairman to the Board of Directors and President of the Company for further audit and transparency of business management, and disclose in Company's website.

However, the Chairman to the Board of Directors does

not being Independent Director, but the Chairman performs the role under the independent concept and hears opinions and suggestions from all Directors, for the good sake of the Company.

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. 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 elevate the effective of company operation according to the good governance policy. Duties and responsibilities of Company Secretary can be found on page 84 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, the Risk Management Committee and the Corporate Governance Committee, with separate and independent scope of duties and responsibilities in order to ensure good corporate governance on page 116-122 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 Sub-committee, Chairman, President and Executives and disclose in Company's website.

The structure of the boards and the meeting attendance of each board can be found on page 88-89 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. More details see page 40-43 in this annual report.

Hence, the Company was reviewing Vision and Mission in every year to be aligned with current economic, and already reviewed and approved by the Board of Directors' Meeting, dated 24th February 2017.

Further that, the Board of Directors is following-up on business strategy implemented and the Management Team will report the business strategy implemented plan and how to manage the business strategy to the Executive Committee and the Board of Directors in following, in monthly basis. And specify as a must agenda to be acknowledge and discuss in monthly meeting, and provide the review plan in quarterly basis, to be aligned with the comment from the Board of Directors and the Executive Committee.

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 book and provides 3 languages of Manual, in Thai, English and Japanese. Provides implemented result assessment and review Good Corporate Governance in yearly basis 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. It is publicized via Company's intranet and website, includes Animation Video to make the Management Team and Employees to familiar with it.

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 is following-up on Good Corporate Governances' compliance, for strengthen the Good Corporate Governances' system within the Company and transparency of business. In case of non-complying or breaching the policy, the disciplinary action will consider in properly, including

further legal actions. In case of questions about compliance issue or direction, the employee could consult with Line Supervisor. Any disputes, the direction from the President of the Company, Executive Committees and the Board of Directors should be prevailed and final judgment.

The Board of Directors will appoint the Corporate Governance Committee in order to monitor and assess corporate governance of the Company, to support operation work by the Board of Management and Board of Directors in Corporate Governance so as to achieve success as set in the objectives and targets.

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 with deliberativeness, placed the Conflict of Interest Policy as an element of Corporate Governance and Business Ethics, includes clearly procedure to compliance.

The Company disclosed items, which may have conflicts of interest in related transactions on Page 134-140 in this 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 101-102,127 in this annual report.

3.4 Internal Control and Internal Audit

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, evaluate and follow-up 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 132-133 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 Company has hired Dharmniti Internal Audit 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. Regards to the Board of Directors' Meeting No.10/2559, which was held on 24th February 2017, all member of Audit Committee was attended the meeting and opined that the Internal Control and Risk Management of the Company is appropriate and sufficiency.

In 2016, The Audit Committee has appointed Mr. Khamnueng Sarisra, Partner of Dharmniti Internal Audit Co., Ltd as the Company internal auditor. His resume and qualification can be found on page 132 in this annual report.

3.5 Risk Management

The Board of Directors prioritized on Risk Management which might be impacted to business target, and placed the Risk Management Procedure which aligns with Company's policy.

Board of Director appointed 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. Nattapat Petchratanaporn, Mrs. Pitacha Poosunthornsri as members, and Mrs. Duangrudee Milintanggul as member and Secretary. The Risk Committee will monitor and manage the risk to be aligned with standard, includes provides risk assessment, follow-up plan and report an updated status of risk management of the Year 2016 to Audit Committee for further acknowledgement.

In 2016, the "Corporate System Development" Department has cooperated with Working Committee to improve Core Operation Systems as advised by experts of KPMG Phoomchai Business Advisory Ltd. and have adjusted and improved Work Process for each work system under the Risk Assessment Guideline in collaboration with the Corporate System Development unit, in order to improve efficiency and effectiveness of the company's work processes, core operation systems under the risk management evaluation, which covered strategic, operational, as well as fraud and corruption risks in order to enhance the company's preparedness in the face of changing internal and external situations and to bolster sustainability of its business.

4. Board of Directors' Meetings

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. 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.

The Board of Directors prioritized on meeting attendance and realized that this is a must role to perform as being a member of the Board of Directors, unless uncontrolled incident or illness, and encourage the top management member to attend the meeting for further acknowledge and make a decision on business direction.

Top executives are to be present at 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 Executive Chairman, and the Board of Directors for attention.

In 2016, independent directors have held 1 meeting among themselves without any management participation. Every independent director participated in the Meeting.

In 2016, (according to the year of service from April 2015 to April 2016) the Board of Directors had arranged 12 meetings. The attendance of each director as stated in a Chart displaying directors and Executives' position, remuneration, shareowning and attendance to the meeting on page 88-89 in 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 determines the performance assessment of Board of Directors and Sub-committees in yearly basis, where each of Directors could review and evaluate the overall performance, includes problems and obstacles during the past year for further improvement and more effectiveness.

Criteria : The Assessment covers about duties and responsibilities of Directors and Committees, the independent of opinion, transparency, collaborating with the Management Team and Stakeholders, and compliance with good cooperate governance of the Board and Committees.

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 |

Process : In Year 2016, the Company's Secretary will send an overall performance assessment form of Board of Directors and Sub-committees to all Directors and committees for evaluation, then collect, verify and prepare the summary report to the Board of Directors' Meeting for acknowledge and further discuss in yearly basis.

The average of assessment, Board of Directors and Sub-committees as follows;

1. The average of assessment of Board of Directors in Year 2016, the score is 76.27%, in Very Good level.
2. The average of assessment of Executive Committee in Year 2016, the score is 75.92%, in Very Good level.

3. The average of assessment of Audit Committee in Year 2016, the score is 92.20%, in Excellent level.
4. The average of assessment of Remuneration Committee in Year 2016, the score is 78.40%, in Very Good level.
5. The average of assessment of Nomination Committee in Year 2016, the score is 72.67%, in Good level.
6. The average of assessment of Risk Management Committee in Year 2016, the score is 83.80%, in Very Good level.
7. The average of assessment of Corporate Governance Committee in Year 2016, the score is 82.69%, in Very Good level.

The Company does not provide an Individual Assessment of each Director or Committee, because of the performance based on the group of persons than individual.

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

Responsible for assessment of CEO. That is the Executive Chairman & CEO shall take responsibility on assessing the performances of the CEO based on monthly operational results, the company performance in terms of the annual sales turnover and profits. And the consideration from Remuneration Committee, 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 51st general shareowners' meeting of 2016, held on April 25, 2016, 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.

The Executive Chairman (CEO) remuneration is in accordance to Remuneration Committee Regulations and Policy, in the short term such as salary, bonus and in the long term, considers the company operation and performance and the other part evaluates from Executive Chairman (CEO) annual performance evaluation.

In 2015, the Executive Chairman (CEO) remuneration for Year 2016 consists of salary, bonus, pension and attendance fee total 9,738,000 baht.

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 2016 on page 85-86 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 Thai Institute of Directors Association (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 and Executive's Name | Course Details |
|------------------------------------|---|
| 1. Surat Wongrattanapassorn, Ph.D. | - IT Governance (ITG 3/2016) Organized by Thai Institute of Directors Association |
| 2. Mr. Nattapat Petchratanaporn | - CFO Current Issues Organized by Federation of Accounting Professions under the Royal Patronage of his Majesty the King |
| | - Work Manual Development Workshop Organized by Dharmniti Seminar and Training Co., Ltd. |

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.

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
7. Corporate Governance Committee

Name list of each set of directors are shown in page 88-89 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, the Risk Management Committee and the Corporate Governance 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. 1/2559 on May 31st, 2016. 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 109-110 in this annual report. The meeting schedule for the Executive Board of Directors is set on a monthly basis.

In 2016, (according to the year of service from April 2015 to April 2016) the Board of Directors arranged the meeting on a monthly basis. The attendance of each director is shown in the Chart displaying Directors and Executives' position, shareowning and attendance to the meeting on page 88-89 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 2016, (according to the year of service from April 2015 to April 2016) 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, shareowning and attendance to the meeting on page 88-89 of this annual report.

- **The Audit Committee** is a group of four independent directors and two Audit Committee Members (Mr. Amorn Asvanunt and Mrs. Duangphorn Sucharittanuwat) who graduated and expertise in Accounting with two years term of office. The Audit committee has set their meeting at least once per quarter. An extraordinary meeting is available for considering any related transaction or other special issues which must be reported to the Board of Directors as well as a joint meeting with the Company's Auditor and the Chief Financial Officer on a quarterly basis. Member of the Auditor Committee must not own any company shares.

The Company has 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 Executive Board of Directors based on their past performance in the previous year.

In 2016, (according to the year of service from April 2015 to April 2016) the Audit Committee has arranged twelve meetings. The attendance of each Audit Committee Member is shown in the Chart displaying Directors and Executives' position, shareowning and attendance to the meeting on page 88-89 of this annual report.

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

In 2016, (according to the year of service from April 2015 to April 2016) the Remuneration Committee arranged two meetings. The attendance of the Remuneration Committee is shown on the chart on page 88-89 of this annual report, which also shows his position, shareholding and attendance to the meetings.

- **The Nomination Committee** consists of five members from the Board of Directors 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 2016, (according to the year of service from April 2015 to April 2016) the Nomination Committee arranged two meetings. The attendance of the Nomination Committee is shown on the Chart displaying Directors and Executives' position, shareowning and attendance to the meeting on page 88-89 of this annual report.

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

In 2016, (according to the year of service from April 2015 - April 2016), the Risk Management Committee arranged nine meetings. The attendance of the Risk Management Committee is shown on the Chart displaying Directors and Executives' position, shareowning and attendance to the meeting on page 88-89 of this annual report.

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

In 2016, (according to the year of service from April 2015-April 2016), the Corporate Governance Committee arranged three meetings. The attendance of the Corporate Governance Committee is shown on the Chart displaying Directors and Executives' position, shareowning and attendance to the meeting on page 88-89 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 / sales 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 sales 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 Executive Board, the Audit Committee 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 / sales of assets, investment and expenditures within the limit set by the company's Board of Directors. For the overauthorized limit, it will be considered and proposed its results to the Board of Directors for consideration and approval such as making the contracts relating to rent, sublease of movable and immovable properties, registration of lease assignment and / or sublease and its cancellation of registration with any persons, companies, partnerships, government agencies, state enterprises and juristic persons in accordance with the company's objectives and regulations. Additionally, the Executive Board has been authorized to agree upon any conditions and sign on any contracts as well as other related documents.

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 500,000 Baht.

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 1,000,000 Baht.

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 10 million Baht ; and from the Executive Board's meeting within a set limit of 50 million Baht.

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 by verifying the company's important Accounting Policy including Financial Report disclosure according to the standard.

2. To review and ensure that the Company has suitable and effective internal control system and internal audit system.

3. To verify implementation comply with the Anti-corruption policy.

4. 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.

5. To approve internal audit plan and monitor internal audit unit's performance.

6. 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.

7. 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.

8. 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 and Capital Market Supervisory Board in order to ensure that they are reasonable and for the best benefit of the Company.

9. 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.

10. 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.

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

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

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

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

15. 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 precautionous signals and all irregularities.

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

5. To ensure that the company comply with laws and regulations related to the Company's business.

6. Review and correct the Charter of the Risk Management Committee and present it to the Board of Directors for approvals.

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

The Authority and Responsibilities of The Corporate Governance Committee

According to the Board of Directors' Meeting on May 18, 2015, the Corporate Governance Committee is appointed to support the Board of Directors and the Executive Committee, in terms of Corporate Governance aspects to achieve specified objectives and goals.

- Operational Authority

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

2. Can ask for advice from experts or Company Consultant (if any) or if it is necessary employ consultants or experts from outside and expense will be paid by the Company.

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

- Duties and Responsibilities

1. Stipulate, review and improve Corporate Governance policy and guidelines, Business Ethics, Code of Conduct for company's directors, managements and employees, Anti-Corruption Policy and Rules & Regulations to conform with changes in business, related rules, announcements, regulations and law, on a continuous basis.

2. Determine Corporate Governance Guidelines and Anti - Corruption Policy as well as follow up and evaluate operation results.

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

4. Review and amend the Charter of Corporate Governance committee and present to the Company Board of Directors for approval consideration.

5. Other operations as assigned by the Board of Directors.

The Authority and Responsibilities of The Chairman of the Board of Directors

The Board of Directors stipulated the roles, duties and responsibilities of the Chairman of the Board of Directors

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

2. Call for the Board of Directors' Meeting.

3. Being as the Chairman of the Board of Directors' Meeting and be the arbitrator in case the Chairman of the Board casted his vote and votes of both parties are equal.

4. Chairman of the Stockholders' Meeting and effectively guide the Meeting.

5. Build up good relationship among company shareholders.

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 52nd general shareowners' meeting 2017 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, 2016. 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. Executive Chairman (CEO) 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 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-fourths (3/4) of the number of shareowners present at the meeting and entitled to vote and representing the total shares of not less than half of the number of shares held by the shareowners present at the meeting and entitled to vote.

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 three directors to take the position of the Remuneration Committee, while five directors 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.

6. Composition and Appointment of the Corporate Governance Committee

According to the Charter, the Corporate Governance Committee must be comprised of at least three members. The Board of Directors has appointed the company directors and / or other individuals who have sufficient knowledge and experience relating to the corporate governance.

The Company's Board of Directors has appointed one independent director to be the Chairman of Corporate Governance Committee, one Director, and two Management staffs, to take the position of the Corporate Governance Committee.

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

Removal

- Termination

According to the Charter, it serves a term of one 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 the Corporate Governance Committee must continue to serve until a replacement is made. An appointment must be completed within two months from the day on which the outgoing the Corporate Governance Committee completes their term. Members of the Corporate Governance Committee who have completed a term may be reappointed.

- Other Terminations not in due course

According to the Charter, the Nomination and the Corporate Governance 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 office by the Board of Directors.

In the case where a position in the Corporate Governance 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 Corporate Governance Committee. Consideration on this matter shall be made by the Board of Directors.

Supervision of the operation of subsidiary and affiliated companies.

The Company has three 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 nine 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 sale 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.

In 2016, the directors and executives so far followed the policy strictly. There was neither share trading in the forbidden period nor trading by using the Company's inside information. However, there was two directors 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 2016, the Directors and Executives followed the policy strictly.

Remuneration of Auditor

1. Remuneration for auditing serve

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

| Remuneration for auditing service | 2016 | 2015 |
|--|------------------|------------------|
| I.C.C. International Public Co., Ltd. | 1,750,000 | 1,390,000 |
| The Company's subsidiaries (2 companies) | 427,759 | 431,561 |
| Total | 2,177,759 | 1,821,561 |

The Amis Du Monde SARL does not use the same auditor as the parent company as it is a foreign subsidiary and its transactions is quite few.

In addition, Thai Itokin Co., Ltd. did not use the same auditor as ICC as the company to be able to negotiate the price of the auditor as the last year and the auditor is standard legal. So Thai Itokin Co., Ltd. had to use Thammakarn Accounting Office in the meantime.

2. Non-Audit fees

In the year 2016, 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.

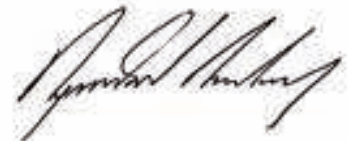
The Remuneration Committee of I.C.C. International Public Company Limited consists of Mr. Boonkiet Chokwatana as Chairman, Mr. Thamarat Chokwatana and Ms. Munchusa Terapongpipat as Directors.

The Remuneration Committee performed its duties as assigned by the Company Board of Directors as specified in the Charter of the Remuneration Committee. The main duties are as follows:

1. Propose fair and reasonable Remuneration Policy and Rule for Company Directors, Sub-Committee directors and high level Management, because remuneration is an important factor, which helps to attract and retain knowledgeable and capable persons to remain with the organization. Moreover, it is a tool to motivate and create work efficiency.

2. Consider allocation of remuneration to Company Directors, Sub-Committee directors on an individual basis by taking into consideration authority, duties and obligations, operating result of the Company as well as commensuration with the same type of industry within the financial limit as approved by shareowners and propose to Company Board of Directors Meeting.

In 2016, the Remuneration Committee held 2 Meetings attended by all the Directors. The Charter of Remuneration Committee was also reviewed annually. The remuneration of Company Directors, Sub-Committee Directors and Management were disclosed in the Annual Report. The Remuneration Committee considered and agreed that they are appropriate and coincided with their duties, obligations as well as conforming to Company Policy.



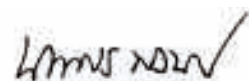
(Mr. Boonkiet Chokwatana)

Chairman of Remuneration Committee

Corporate Governance Committee of I.C.C. International Public Co., Ltd. consists of Mr. Nophorn Bhongsvej (the Chairman), Mr. Nattapat Petchratanaporn (Committee), Ms. Munchusa Terapongpipat (Committee) and Mrs. Duangrudee Milintanggul (Committee). They are performing the duties and responsibilities as appointed by the Board of Directors, and described in the Corporate Governance Committee Charter. This committee is responsible for the Company's good governance, transparency in management with check and balance system including overseeing the fairness of stakeholders and sustainable growth of the Company.

In Year 2016, there were 3 meetings held by the Committee with 100% attendance by the members with following meeting summaries:

- Supervising on the review and improvement of Corporate Governance Policy, including the Corporate Governance Principle 5 categories, Business Ethics and Directors, Management and Employees Ethics to align with the Corporate Governance Code of the Securities Exchange of Thailand, Thai Institute of Directors (IOD) and Principle of ASEAN CG Scorecard. New policies and good conducts in relation to business governance approved by the Board of Directors have also been augmented.
- Supervising on the follow up and study in Corporate Governance Code (CG Code) which should be implemented in replace of Good Corporate Governance, where is now under the review process of the Securities Exchange of Thailand.
- Supervising and supporting the Company's Good Corporate Governance resulting to the increased rating to "Very Good" level during the survey of Good Corporate Governance of Listed Companies project in the year 2016
- Controlling the specific conditions and period to provide an opportunity for minor shareowners to propose an agenda to nominate a person to be appointed as a member of Board of Directors prior to the Annual General Shareowners' Meeting 2017 within 1-30 December 2016.
- Considering and approving on Anti-Corruption Policy and procedures in compliance with the Anti-Corruption Policy, including the follow up of its working group to ensure that the Company will have a good governance and best practice to avoid any direct or indirect involvement in corruption cases, as well as the transparency of its business operation.
- Considering and approving on the 71 clauses of Anti-Corruption Self-Assessment in preparation for the application process to be a member of Thailand's Private Sector Collective Action Coalition Against Corruption. Supervising and giving direction to the process of such assessment including all supporting documents have also been done to ensure that they are accurate with enough information required for the application, resulting to the Company has been certified as a member of this organization on the 14th October 2016.
- Reviewing and approving on the 2016 Performance Assessment of the Board of Directors, and all Sub-Committees for any further improvement.
- Reviewing the Corporate Governance Committee Charter as a guideline for business operation in compliance with Good Corporate Governance Principle and the current situation.
- Reporting the performance to the Board of Directors in regular basis.



(Mr. Nophorn Bhongsvej)

Chairman of Corporate Governance Committee

The Nomination Committee of I.C.C. International Public Company Limited consists of Mr. Boonsithi Chokwatana as Chairman, Mr. Boonkiet Chokwatana, Mr. Thamarat Chokwatana, Mr. Manu Leelanuwatana and Ms. Munchusa Terapongpipat as Directors of the Committee.

The Nomination Committee has performed its duties as assigned by the Company Board of Directors as stated in the Charter of the Nomination Committee. The responsibility of the Committee is to select persons with proper qualifications, knowledge, abilities and expertise from a variety of professional fields for the position of Company Director. The Nomination Committee has established the selection criteria by using the Board Skill Matrix and name list of Chartered Directors compiled by the Institute of Thai Directors, the main objective being to recruit competent persons with the appropriate skills set, qualifications and experiences, without restrictions as to gender and age, and not possessing any traits prohibited by the relevant laws and Company Regulations as well as providing the opportunity for every shareowner to participate by nominating persons to become a Company Director in advance before the Annual Shareowners' General Meeting Date. In 2016, shareowners did not propose any names to be considered in the election to become a Company Director.

In 2016, the Nomination Committee held a total of 3 Meetings to which the quorum was complete - none of which were attended by any director with possible conflict of interest. At the 52nd Annual Shareowners' General Meeting, 4 persons were proposed to retain their tenure for another term and their qualifications were reviewed, namely Mr. Boonkiet Chokwatana, Mr. Amorn Asvanunt, Mrs. Duangphorn Sucharittanuwat and Mr. Somphol Chaisiriroj, because of their proven knowledge, capabilities and experience which coincided with the Company's business operation strategy. In addition, Surat Wongrattanapassorn, Ph.D. was nominated to become a Company Director to replace Mr. Boonsithi Chokwatana, Company Director, who had resigned before the expiration of his term. Assoc. Prof. Dr. Seri Wongmonta was also nominated to become a Company Director to replace 1 vacant Company Director position.

Additionally, the Nomination Committee also reviewed its Charter, which is a process undertaken on an annual basis.



(Mr. Boonsithi Chokwatana)
Chairman of the Nomination Committee

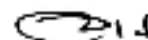
The Board of Directors of I.C.C. International PLC understand the importance of corporate risk management, and therefore have incorporated a Risk Management Committee, with Mr. Amorn Asvanunt as a Chairman, Mr. Thamarat Chokwatana, Ms. Munchusa Terapongpipat, Mr. Nattapat Petchratanaporn, Mr. Pairoj Hirunwongsawang and Mrs. Pitacha Poosunthornsri as members, and Mrs. Duangrudee Milintanggul as secretary.

In 2016, the Risk Management Committee has focused attention on enhancing the efficiency and effectiveness of risk management at operational level, by implementing measures in terms of Operational Risk, Fraud Risk and Corruption Risk. Methods, establishing monitoring procedures and supporting tools to achieve target objectives, enabling our personnel to perform their duties and to effectively mitigate the risks.

The Risk Management Committee held 9 meetings in 2016 to discuss the following matters.

1. To consider the Charter of Risk Management Committee to ensure its compliance, appropriateness and support for efficient and effective risk management.
2. To provide opinion and scope of the corporate risks which are Operational Risk, Fraud Risk, Corruption Risk (compliance to the Anti-Corruption Policy), risk from external factors such as currency fluctuation and financial risk.
3. To monitor and support the Management in analysis of external and internal factors that may have impact on corporate operations, respectively adjusting procedures to be consistent to such changes, and reducing risks accordingly.
4. To report operation result to the Audit Committee and the Board of Directors on a regular basis.

The Risk Management Committee is assured that the Company has efficient risk management in conformance to our internal control system and good corporate governance.



(Mr. Amorn Asvanunt)

Chairman of Risk Management Committee

Internal Control and Risk Management

I.C.C. International Plc. adheres to teamwork spirit, based on transparency and good corporate governance, which have been the company's management philosophy for many years. This has proven to be one of the key factors in maintaining effective internal control systems.

The Audit Committee attended and reported the audit result to the Company Board of Directors at the 10/2559 Board of Directors Meeting on 24 February 2017, whereby the Board assessed the corporate internal control system on the basis of information from corporate management and the auditors' report. A summary of the findings concluded that in the assessment of the corporate internal control system which consists of the five elements: 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.

Since 2004, the company has appointed an outside party, Dharmniti Internal Audit Co., Ltd. as consultant to oversee the quality of internal auditing and control, in the interests of self-improvement and in response to the ever-changing internal and external environment. The Audit Committee, for its part, has appointed Mr. Khamnueng Sarisra, a Partner in Dharmniti Internal Auditing Co., Ltd., as an internal auditor.

The Audit Committee has scrutinized the qualifications of Dharmniti Internal Audit 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 internal auditing of businesses with the same nature as the company's.

Resume

Name :

Khamnueng Sarisra

Current Position :

Partner of Dharmniti Internal Audit Co., Ltd.

Education :

Bachelor Degree from the Faculty of Business Administration, Ramkhamhaeng University
Mini MBA from Thammasat University

Summary of Training :

1. Course in Preparation for Corporate Registration in the Stock Exchange of Thailand
2. Course for Internal Auditors, Classes 1-2
3. Course in Operation Audit
4. Course in Risk Management

5. CPIAT Diploma for International Auditors

Work Experience :

1. 13 years of internal auditing
2. 15 years of account auditing and system designing

For better efficiency in auditing, the company has mandated that the internal auditor coordinate with the Secretary of the Audit Committee who is responsible for the Internal Audit Unit, reporting directly to the Audit Committee on a monthly basis.

Dharmniti Internal Audit Co., Ltd. has coordinated closely 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 at exchanging views and opinions for further internal audit works especially the issues regarding the control of sales management to ensure consistency and promotion of the company's business which has become more diversified and complicated. Emphasis continued to be placed on development of information technology in support of internal auditing process in line with the company's business development plan. For operations in 2016, Dharmniti Internal Audit Co., Ltd., as the company's internal audit consultant, reported that I.C.C. International Plc. had adequate and appropriately effective Internal Control Systems.

Organization and Environment

The company's organizational nature and environment enable management to implement actions efficiently and effectively, with clear set objectives in business operations, whereby performance can be clearly followed up and evaluated and managed on the basis of good corporate governance and fairness, mainly taking into consideration fairness to customers.

Risk Management

The Risk Management Committee, comprising

- Mr. Amorn Asvanunt as Chairman
 - Mr. Tamarat Chokwatana as members
 - Mr. Pairoj Hirunwongsawang as members
 - Ms. Munchusa Terapongpipat as members
 - Mr. Nattaphat Petchratanaporn as members
 - Mrs. Pitacha Poosunthornsri as members
 - Mrs. Duangrudee Milintanggul as member and secretary
- reported progress in risk management for the Year 2016 to the Audit Committee.

In 2016, the "Corporate System Development" Department has cooperated with Working Committee to improve Core Operation Systems as advised by experts of KPMG Phoomchai Business Advisory Ltd. and have adjusted and improved Work

Process for each work system under the Risk Assessment Guideline in collaboration with the Corporate System Development unit, in order to improve efficiency and effectiveness of the company's work processes, core operation systems under the risk management evaluation, which covered strategic, operational, as well as fraud and corruption risks in order to enhance the company's preparedness in the face of changing internal and external situations and to bolster sustainability of its business.

Control of Administrative Operations

I.C.C. International Plc. 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 strict adherence by employees in accordance with 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 on the basis of transparency seventeen 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 management report periodically through executive summaries on significant and binding transactions that were carried out by authorized staff, with a view to fostering good corporate governance and providing better risk management.

The company has signed and announced its intention to become a member of the Private Sector Collective Action Coalition against Corruption: CAC. In 2016, the company filed for certification of anti-corruption standard from the Institute of Thai Directors. The Management and Working Committee of the company have abided by the set procedure as well as submitted evidences of documents for the Certification Process. Nevertheless, the Corporate Governance Committee conducted self-evaluation based on the 71 Business Principles for Countering Bribery as well as providing Risk Assessment and Internal Control Guidelines of the company. The Audit Committee has audited its own Internal Control System based on self-assessment format guideline in relation to the 71

Business Principles for Countering Bribery. On 14 October 2016, the company has been accepted and certified as a member of Thailand's Private Sector Collective Action Coalition against Corruption.

Furthermore, the Board of Directors and the management team have motivated and enforced the operational discipline of employees in compliance with legal and regulatory procedures, as well as the principles of good corporate governance as stipulated by the Stock Exchange of Thailand and Securities and Exchange Commission.

Information Technology and Data Communication Systems

The company always provides sufficient and comprehensive information to the Board of Directors to consider in the meetings and sets 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 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 :

Nattapat Petchratanaporn

Current Position :

Executive Director, Vice President to Accounting & Finance Division

Education :

Bachelor's Degree in Accounting, Bangkok University

Professional Experience :

1. Accounting Experience 33 years
2. Financial Experience 5 years

Training Records :

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

In 2016, the Company has not sought for an approval from the General Shareowners' meeting to allocate the loan and guarantee to the related parties. Instead and approval shall be submitted to the Board of Director's Meeting or Shareowners' Meeting from time to depending on the amount of transaction

As of December 31, 2016, following are total amount of loans and provided guarantee :

| Type of business | Loans | | Provided guarantee | | |
|----------------------------|---------------------|---------------|------------------------------|---------------------|---------------|
| | Number of companies | Million Baht | Rate of guarantee annual fee | Number of companies | Million Baht |
| Business-related companies | 1 | 69.98 | 0.75 | 8 | 144.22 |
| Joint-ventured companies | 3 | 269.52 | 0.125 — 0.75 | 3 | 114.95 |
| Total | 4 | 339.50 | | 11 | 259.17 |

In 2016 loans and guarantees were for the purpose of providing financial support to associated companies in proportion with its investment.

Related transactions in 2016 comprise of

1. Investment in related companies

2. Loan to related companies

Reasons and necessities of providing loan:

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

3. Transactions of business-related companies

- Details of above three subjects can be found as per Notes of Financial Statements: No.5 Transactions in relation to people or business-related companies page 169-178, No.8 Short-term loans page 178-179, No. 11 Investment, No. 12 Investment in equity-accounted investees and No. 13 Investment in subsidiaries page 180-183 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 134-136 of this Annual Report.

Transactions of Business-related companies as of December 31, 2016

| No | Name of Company | Relationship | Sales of Goods | Incomes | Purchase of Goods | Expenses | Expenses Purchase of property, plant and equipment/ leasehold |
|-----|-------------------------------|--------------|----------------|------------|-------------------|------------|---|
| 1. | Textile Prestige | A | - | 18,018,752 | 3,468,691 | - | - |
| 2. | Thai President Foods | A | - | 17,353,140 | - | - | - |
| 3. | Thai Wacoal | A | 4,376,126 | 6,937,281 | 2,412,225,257 | 34,573,643 | - |
| 4. | Thanulux | A | 24,551 | 12,424,727 | 945,443,699 | 1,929,035 | - |
| 5. | Newcity Bangkok | A | - | 25,586 | 138,840 | - | - |
| 6. | People's Garment | A | 10,640 | 650,323 | 508,279,922 | 1,847,213 | - |
| 7. | Pan Asia Footwear | A | - | 2,083,101 | 1,241 | 410,000 | - |
| 8. | Far East DDB | A | - | 4,786,800 | - | 22,990,423 | - |
| 9. | Sahapathanapibul | A | 93,100 | 39,697,611 | 342,799 | 255,473 | - |
| 10. | S&J International Enterprises | A | 27,522,066 | 22,043,743 | 15,976,674 | 407,476 | - |
| 11. | O.C.C. | A | 1,121,221 | 9,336,478 | 343,409 | 9,206 | - |

Transactions of Business-related companies as of December 31, 2016

| No | Name of Company | Relationship | Sales of Goods | Incomes | Purchase of Goods | Expenses | Expenses Purchase of property, plant and equipment/ leasehold |
|-----|----------------------------------|--------------|----------------|-------------|-------------------|-------------|---|
| 12. | Sahacogen (Chonburi) | A | - | 10,043,296 | - | - | - |
| 13. | Champ Ace | A | - | 111,828 | (4,763,255) | 1,070,186 | - |
| 14. | Sahapat Properties | A | - | 115,000 | - | - | - |
| 15. | Thai Arai | A | - | 322,500 | - | - | - |
| 16. | Bangkok Tokyo Socks | A | - | - | 602,276 | - | - |
| 17. | First United Industry | A | - | 1,094,040 | - | - | - |
| 18. | Molten (Thailand) | A | - | 5,252,570 | 807 | - | - |
| 19. | Molten Asia Polymer Products | A | - | 1,872,000 | - | - | - |
| 20. | Lion Corporation (Thailand) | A | - | 57,663,119 | 930,125,423 | 151,884 | - |
| 21. | Sahapat Real Estate | A | - | 497,500 | - | - | - |
| 22. | International Laboratories | A | 5,127,339 | 25,587,812 | 663,783,328 | 17,758,016 | - |
| 23. | Seno Saha Logistics | A | 618,931 | 310,000 | - | 35,835,069 | - |
| 24. | Kewpie (Thailand) | A | - | 5,040,000 | 2,098 | - | - |
| 25. | Thai Sun Foods | A | - | 285,000 | - | - | - |
| 26. | Sun 108 | A | 3,540,009 | 3,076,173 | - | - | 18,000 |
| 27. | Tiger Distribution & Logistics | A | 8,183,744 | 23,428,740 | 782,682 | 107,190,683 | - |
| 28. | Thai Cubic Technology | A | - | 865,024 | - | - | - |
| 29. | Better Way (Thailand) | A | 13,639,887 | 120,612,780 | 10,959,785 | 710 | - |
| 30. | Raja Uchino | A | - | 3,309,136 | 32,686,206 | 23,720 | - |
| 31. | Thai Secom Pitakkij | A | - | 110,076,993 | - | 1,121,636 | - |
| 32. | Thai Shikibo | A | - | 1,132,215 | - | - | - |
| 33. | Thai Naxis | A | - | 189,000 | 147,996 | 1,085,960 | - |
| 34. | Pattaya Manufacturing | A | - | 5,071,075 | 235,773,953 | 609,051 | - |
| 35. | Wien International | A | 576,861 | 13,500 | 203,921 | 27,899 | - |
| 36. | SSDC (Tigertex) | A | - | 3,413,155 | - | - | - |
| 37. | Erawan Textile | A | - | 4,098,740 | 2,581,745 | - | - |
| 38. | H&B Intertex | A | 174,077 | 8,441,390 | 102,964,049 | 241,740 | - |
| 39. | E.P.F. | A | 38,322,315 | 520,000 | - | - | - |
| 40. | Total Way Image | A | - | 240,000 | 77,788,096 | - | - |
| 41. | Thai Takaya | A | 749,483 | 498,790 | 75,995 | 419,540 | - |
| 42. | Thai Monster | A | - | - | - | 1,634,071 | - |
| 43. | T.U.C. Elastic | A | - | 213,120 | - | - | - |
| 44. | Thai Staflex | A | - | 288,000 | - | - | - |
| 45. | Thai Sports Garment | A | - | 1,200,000 | - | - | - |
| 46. | Shiseido Professional (Thailand) | A | - | 1,808,100 | - | - | - |
| 47. | Tsuruha (Thailand) | A | 8,073,303 | 47,250 | - | - | - |
| 48. | Osoth Inter Laboratories | A | - | - | - | 82,282 | - |
| 49. | Saha Lawson | A | - | 1,556,721 | - | 74,000 | - |
| 50. | S.T.(Thailand) | A | - | 1,988,272 | 34,308,953 | 136,885 | - |

Transactions of Business-related companies as of December 31, 2016

| No | Name of Company | Relationship | Sales of Goods | Incomes | Purchase of Goods | Expenses | Expenses Purchase of property, plant and equipment/ leasehold |
|-------|---------------------------------------|--------------|----------------|-------------|-------------------|-------------|---|
| 51. | Kai I.T. Service | A | - | 437,836 | - | 10,019,241 | 22,127,838 |
| 52. | K. Commercial and Construction | A | - | - | - | 126,063 | 4,238,312 |
| 53. | Thai Gunze | A | - | - | 9,669,346 | 27,922 | - |
| 54. | Sahachol Food Supplies | A | - | - | 20,558,478 | - | - |
| 55. | I.D.F. | A | - | 2,888,139 | - | - | - |
| 56. | United Utilities | A | - | 6,494,570 | - | - | - |
| 57. | Thai Arusu | A | - | 1,793,846 | - | 37,933,956 | 52,567,016 |
| 58. | D F Inter | A | - | 1,980,327 | - | 704,800 | 2,254,545 |
| 59. | Saha Pathana Inter-Holding | B | 64,522 | 20,084,568 | - | 39,919,561 | - |
| 60. | Vira Law Office | C | - | 236,496 | - | 6,903,270 | - |
| 61. | International Commercial Coordination | C | - | 22,360 | - | 17,098,905 | - |
| 62. | Can | C | 15,791,626 | 89,467 | - | 142,080 | - |
| 63. | Koraj Wattana | C | 20,029,070 | 4,826 | - | - | - |
| 64. | Sun and Sand | C | 22,500,127 | 4,382 | - | 36,958 | - |
| 65. | Sukhatasana | C | (1,215) | 110,870 | - | 42,836,911 | 65,980,636 |
| 66. | Laem Cha-Bang Warehouse | C | - | 190,000 | - | - | - |
| 67. | Intersouth | C | 24,516,139 | 10,591 | - | - | - |
| 68. | Intanin Chiangmai | C | 34,230,397 | 6,864 | - | 2,000,292 | - |
| 69. | Eastern I.C.C. | C | 14,798,420 | 2,808 | 71,590 | 478,844 | - |
| 70. | Paknumpo Wattana | C | 12,017,861 | 141,072 | - | - | - |
| 71. | Maharachapreuk | C | 12,132,768 | 140,938 | - | - | - |
| 72. | International Leather Fashion | E | - | 2,806,474 | 184,948,179 | 305,421 | - |
| 73. | Worldclass Rent a Car | E | 12,913 | 583,217 | 7,644 | 1,305,041 | - |
| 74. | Issara United | E | - | 9,999,850 | - | - | - |
| 75. | Shop Global (Thailand) | E | 11,357,585 | 5,551,170 | - | - | - |
| 76. | Canchana International | E | 23,050,306 | 269,239 | - | 108,756 | - |
| 77. | Ruamissara Development | E | - | 2,546,447 | - | - | - |
| 78. | Thai Itokin | F | 99,346 | 3,054,122 | 123,786,741 | 2,807,655 | - |
| 79. | WBRE | F | - | 4,125,917 | - | - | - |
| 80. | Amis Du Monde | F | - | - | - | 1,182,870 | - |
| 81. | Thai Takeda Lace | G | - | 2,587,009 | - | - | - |
| 82. | Thai Hoover Industry | G | 591,050 | 2,421,650 | - | - | - |
| 83. | WBLP | G | - | 191,998 | 19,627,478 | 931,150 | - |
| 84. | Transcosmos (Thailand) | G | - | 243,082 | - | 12,204,805 | - |
| 85. | Pens Marketing and Distribution | G | 498,453 | 847,549 | 20,318,422 | 10,000 | - |
| 86. | S R P Nanasai | G | - | 60,774 | - | 30,225,608 | 36,842,004 |
| Total | | | 303,843,022 | 603,568,839 | 6,353,232,470 | 437,195,909 | 184,028,351 |

Remarks : A SPI is a co-major shareowner
D MD is ICC's Directors or executives
G Some common directors

B ICC's major shareowner
E Associated

C Major shareowner is ICC's Directors or Executives
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 trademark | Cost of trademark 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 | At percentage of net factory sales |
| 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 transportation companies' charge |
| Interior design & installation expense | Depending on the design, area, size, construction materials and interior design technique, through bidding process. |
| Advertising expense | Depending on market price and the service charge must not be higher than the rate set by advertising business. |
| Display equipment | } Depending on market price |
| Computer expense | |
| Packaging, purchase of computers | |
| and give-away items | |

Related transactions in 2016

1. According to the Board of Directors' Meeting # 9/2558 held on January 26, 2016 to which 4 members of the Audit Committee attended, a resolution was passed to provide a joint guarantee for Mobile Logistics Co., Ltd. in terms of credit facilities with Bangkok Bank Plc. at the total amount of 280 million Baht in the proportion to the investment 5.00% which the total sum was 14,000,000.- Baht. (Surapol Foods Group 75% = 210 million Baht, while Saha Group 25% = 70 million Baht)

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, Director with conflict of interest who neither attended nor voted at the meeting : None

2. According to the Board of Directors' Meeting # 10/2558 held on February 23, 2016 to which 4 members of the Audit Committee attended, a resolution was passed to allow the company to provide an extension of one-year guarantee facilities for Tsuruha (Thailand) Co., Ltd. in terms of credit facilities with Sumitomo Mitsui Banking Corp., Bangkok Branch in the proportion of investment starting from March 1, 2016 - February 28, 2017. The credit limit provided by the bank totaled 101,000,000.- Baht. This joint guarantee proportionate to Thai party investment provided by ICC was 36.61% amounting to a loan guarantee set at 30,910,000.- Baht.

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, Directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

3. According to the Board of Directors' Meeting # 11/2558 held on March 15, 2016 to which 3 members of the Audit Committee attended, a resolution was passed to allow the company to lease immovable properties for no more than 3 years, as well as executing transactions relating to the assets and services of related parties. For details of the said parties and their relationship to the Company, please refer to Transactions of business-related companies on pages 127-129 of this Annual Report

Such leasing of property and transactions relating to the assets and services had a total value of less than 478 million Baht or less than 3% of NTA as at December 31, 2015.

| | |
|--|--------------------------|
| 1. Rental income (immovable property), with one-year lease, the actual amount in 2016 | = 35,269,201 Baht |
| 2. Royalty income with three-year agreement period starting from 2016 to 2019, the actual amount in 2016 | = 13,058,181 Baht |
| 3. Royalty payment with five-year agreement period starting from 2012 to 2017, the actual amount in 2016 | = 23,483,709 Baht |
| 4. Actual expenses in 2016 | Total = 169,985,783 Baht |
| - Interior design and fixtures | |
| - Business and legal consultancy fees | |
| - Shop expenses | |
| - Construction and repairs to old building | |

To this agenda, Mr. Boonsithi Chokwatana, Mr. Boonkiet Chokwatana, Mr. Thamarat Chokwatana, Mr. Manu Leelanuwatana and Mr. Vira Ua-Arak who were directors who stood to gain and lose, 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 # 11/2558 held on March 15, 2016 to which 3 members of the Audit Committee attended, a resolution was passed to provide a joint guarantee for Transcosmos (Thailand) Co., Ltd. with Transcosmos Inc. (Japan) at the total amount of 100 million Baht in the proportion to the investment 9.00% which the total sum was 9,000,000.- Baht. (Transcosmos Group 70% = 70 million Baht, while Saha Group 30% = 30 million Baht)

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. Thamarat Chokwatana, Director with conflict of interest or being related parties, neither attended nor voted at the meeting.

5. According to the Board of Directors' Meeting # 5/2559 held on September 9, 2016 to which 4 members of the Audit Committee attended, a resolution was passed to allow the company to approve an extension of six-months guarantee for Tokyu Corporation (Japan) in terms of credit facilities with Bank of Ayudhya Plc. at the total amount of 700 million Baht in the proportion of investment starting from October 1, 2016 - March 31, 2017. This joint guarantee provided by ICC was 12.00% amounting to the loan guarantee set at 84,000,000.- Baht.

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 Directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

6. According to the Board of Directors' Meeting # 7/2559 held on November 11, 2016 to which 4 members of the Audit Committee attended, a resolution was passed to allow the company to approve the construction of 2 one-storey steel structural buildings behind the corporate parking lot, an area of 3,638 square metres. To develop the vacant space on a budget of approximately 24,000,000.- Baht. (according to the market price based on bidding process and comparing price with other contractors) K. Commercial and Construction Company Limited being appointed contractor for the construction, which is noted that the hiring related transactions amount 21,200,000.- Baht and Vithayathorn Company Limited for the installation of electrical system amount 2,800,000.- Baht.

To this agenda, Mr. Boonsithi Chokwatana and Mr. Boonkiet Chokwatana, Directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

7. According to the Board of Directors' Meeting # 8/2559 held on December 9, 2016 to which 4 members of the Audit Committee attended, a resolution was passed to purchase shares of Sahacogen Plc. from Champ Ace Co., Ltd. through the Stock Exchange of Thailand (Big Lot Transaction) at the total amount of 7,500,000 shares, totaling not more than 37,000,000 Baht, at the average price of 4.88 Baht per share (the closing market price on November 25, 2016)

- Proportion of shares owning before the purchase: 100,432,960 shares = 10.52 % of registered capital
- Proportion of shares owning after the purchase: 107,932,960 shares = 11.30 % 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. Boonkiet Chokwatana and Mr. Thamarat Chokwatana, Directors with conflict of interest or being related parties, neither attended nor voted at the meeting.

Criteria for Approval of Related Transaction

1. All related transactions (loan, guarantee, investment, rental or leasing of immovable properties not exceeding 3 years and transactions involving assets or services) must be approved by the following three boards and committee:

1. The Audit Committee
2. The Executive Board, and
3. The Board of Directors

In every instance, the Audit Committee shall audit, scrutinize and make a summary of any conflict of interest in each transaction for submission to the Executive Board and the Board of Directors for the judgment in terms of business risk. In the Board of Directors' Meeting, directors who stood to gain or lose are not entitled to vote, and thus had neither participated in the meeting, nor given 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 should support normal business terms and conditions under a trade agreement generally made between normal counterparties having no undue bargaining power influenced by being in the capacity of director, executive or related persons.

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 such related transactions are of sound reason and in the best interest of the Company, together with disclosure of relevant details, types and value of related transactions in the remarks of financial statement on quarterly basis.

Criteria for Approval

1. Potential benefits to the company and/or affiliated companies in terms of 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 the CEO of the borrowing, guaranteeing and investing company.
6. Criteria in monitoring and checking transaction as well as access to statistical reports in the borrowing, guaranteeing and investing company to perceive its status.

The necessity and rationale for entering into transactions with parties with possible conflict of interests

To sustain the company's operations under the prevailing severe competitive situation, the company needed to secure the support of business partners and business alliance network from upstream to downstream industries, further contributing to its competitiveness and business potentials, and leading to its further development and sustainable growth in the future.

While its business partners and business alliance members might be parties with possible conflict of interests, nevertheless, the Board of Directors might find it reasonable and necessary to enter into agreement or transaction with said parties, bearing in mind the best interests of the shareholders and the company. In such case, the transaction price would be based on normal business terms, without harboring any intention to engage in unjust transfer of company asset or interest to such parties with possible conflict of interests.

Furthermore, the Company has the measure to control the related transaction and limit financial assistance for non-subsiary companies by requiring that giving loan or guarantee shall be done according to the share-owning proportion in compliance with the joint-venture agreement.

The Company is committed to further improving on its effective standard in assessing the value of related transactions, as well as monitoring, evaluating and reporting on the related transaction with more clarity, thoroughness, accuracy and speed.

Future Trend in Related Transactions

The Board of Directors duly recognized their responsibilities as the directors of a public company in carrying out their duties toward the shareholders, employees, and all stakeholders, in accordance with good corporate governance practices. The prospect of related transactions being undertaken as a normal feature in regular trade, based on the trading principle of price mechanisms in the market, is very likely, provided said transactions are fair and do not serve to transfer the interests relating to price mechanisms between the Company and business or other relevant persons, and disclosure of all relevant information is duly carried out in accordance with the Notification of the Capital Market Supervisory Board, regarding “rules on connected transactions”

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.

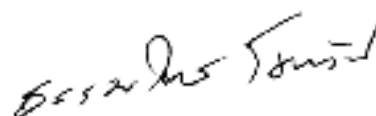
In addition, the Board of Directors has promoted actions in accordance with Corporate Governance Principles, and assured that the company has adopted efficient and effective risk management and internal control systems. These will ensure that the accounting data recording procedures are accurate, complete 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, 2016, had been prepared and disclosed accurately, as deemed fully compliant to the financial reporting standard.



Mr. Boonkiet Chokwatana
Chairman and Executive
Chairman



Mr. Thamarat Chokwatana
President and
Vice Executive Chairman

To the Shareholders of I.C.C. International Public Company Limited

Opinion

I have audited the 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 2016, 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.

In my opinion, the accompanying 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 2016 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King that is relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

| Valuation of inventory | |
|---|--|
| Refer to Note 3(e) and 9 | |
| The key audit matter | How the matter was addressed in the audit |
| <p>The Company sells fashion goods which are subject to rapid change in consumer's demand. As a result there is the risk that holding a high amount of inventory may result in the Company being unable to sell products before market trend and customer demand changes which may result in the cost of inventories being higher than net realizable value including any inventory obsolescence. Therefore the valuation of inventories involve management's judgment in determining the adequate provision for obsolete stocks to present the appropriate valuation of inventory based upon a detailed analysis of the inventory report and the related accounting policy.</p> <p>This is an area of focus in my audit.</p> | <p>In this area my audit procedures included:</p> <ul style="list-style-type: none"> understanding the process of inventories valuation by inquiry of the responsible person in this area, and identifying controls and performing tests of controls over the inventory process; testing items on the inventory aging report to check that these were classified in the appropriate aging bracket with the assistance of KPMG Information Risk Management Audit; assessing the appropriateness of the methodology used for calculating the provision for obsolete by challenging the assumptions, category of inventory and comparing with historical experience and testing on a sample of the detail of outstanding balances and sales plan; considering the value of inventories by comparing cost and the selling price less related selling expenses and testing on a sample basis with the related supporting documents; and assessing the adequacy of disclosures in accordance with the relevant Thai Financial Report Standards. |
| | |
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| | |
| | |

| Valuation of other long-term investments | |
|---|---|
| Refer to Note 3(h) and 14 | |
| The key audit matter | How the matter was addressed in the audit |
| <p>The Company has significant investments in affiliated companies and other companies. The Company has a significant risk over the valuation of these investments including the provision of impairment, which is based on the Company's policy and involves management's judgment in determining the adequacy of the provision to present the appropriate valuation of others long-term investments.</p> <p>This is an area of focus in my audit.</p> | <p>In this area my audit procedures included:</p> <ul style="list-style-type: none"> assessing the process to identify indications of impairment and understanding the impairment process performed by the management; considering the profitability of the invested companies from the audited financial statements, historical data and other information in order to assess the adequacy of the allowance for impairment of the investments; and assessing the adequacy of disclosures in accordance with the relevant Thai Financial Report Standards. |
| | |
| | |

| Revenue recognition - consignment | |
|--|---|
| Refer to Note 3 (r) and 25 | |
| The key audit matter | How the matter was addressed in the audit |
| The Company is the leader in distribution of fashion consumer products in department stores as major channel and outlets stores as the minor channel. | In this area my audit procedures included: <ul style="list-style-type: none"> • understanding and assessing the design and testing the operating effectiveness of internal controls related to recognition of the consignment sales; |
| In consignment sales, the title does not pass to the customer on delivery and the customer has the right to return the product in certain circumstances which can take a variety of forms and revenue from sales should not be recognized until title has passed to the customer. The terms of the arrangement may stipulate that the consignee will not take title to or pay for the goods until they are sold by the consignee to a third party. | <ul style="list-style-type: none"> • testing a sample of sales transaction and sales returns during the year and the period near the end of year; • testing samples of journal entries posted to revenue accounts to consider any possible irregular sales transactions; • performing reconciliation between the input data with data in EPR system with the assistance of KPMG Information Risk Management Audit; • comparing revenue reported by group of product during the current reporting period with comparable prior periods to identify unusual transactions; and • assessing the adequacy of disclosures in accordance with the relevant Thai Financial Report Standards. |
| This is an area of focus in my audit. | |

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, 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.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

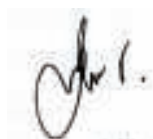
As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



(Bunyarit Thanormcharoen)

Certified Public Accountant

Registration No. 7900

KPMG Phoomchai Audit Ltd.

Bangkok

24 February 2017

I.C.C. International Public Company Limited and its Subsidiaries

Statement of financial position

As at December 31, 2016 and 2015

(in Baht)

| Assets | Note | Consolidated financial statements | | Separate financial statements | |
|---|------|--------------------------------------|-----------------------|----------------------------------|-----------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Current assets | | | | | |
| Cash and cash equivalents | 6 | 1,175,489,491 | 589,817,003 | 1,160,290,329 | 559,607,575 |
| Trade accounts receivable | 5, 7 | 1,550,812,475 | 1,733,464,809 | 1,540,564,982 | 1,727,827,315 |
| Short-term loans | 5, 8 | 165,000,000 | 120,000,000 | 339,500,000 | 283,000,000 |
| Inventories | 9 | 3,687,718,988 | 3,820,454,931 | 3,645,569,476 | 3,791,834,819 |
| Real estate projects under development | 10 | 171,027,646 | 158,054,494 | - | - |
| Sales VAT on consignment sales of inventories | | 335,521,729 | 346,022,680 | 335,521,729 | 346,022,680 |
| Other current assets | | 104,837,160 | 124,154,163 | 99,253,550 | 112,426,220 |
| Total current assets | | 7,190,407,489 | 6,891,968,080 | 7,120,700,066 | 6,820,718,609 |
| Non-current assets | | | | | |
| Restricted deposits at financial institution | | 2,948,839 | 2,948,839 | - | - |
| Available-for-sale investments | 11 | 6,586,035,466 | 5,515,594,105 | 6,586,035,466 | 5,515,594,105 |
| Investments in associates | 12 | 695,810,531 | 412,613,689 | 585,116,601 | 407,559,226 |
| Investments in subsidiaries | 13 | - | - | 55,791,536 | 141,525,492 |
| Other long-term investments | 14 | 1,685,600,897 | 1,855,334,349 | 1,684,511,896 | 1,854,245,348 |
| Investment properties | 15 | 979,430,872 | 936,191,070 | 1,049,027,922 | 1,007,101,418 |
| Property, plant and equipment | 16 | 2,810,343,828 | 2,623,076,484 | 2,727,137,632 | 2,538,455,926 |
| Goodwill | 17 | - | 66,409,406 | - | - |
| Other non-current assets | 18 | 248,343,990 | 261,027,148 | 231,532,133 | 243,121,778 |
| Total non-current assets | | 13,008,514,423 | 11,673,195,090 | 12,919,153,186 | 11,707,603,293 |
| Total assets | | 20,198,921,912 | 18,565,163,170 | 20,039,853,252 | 18,528,321,902 |

The accompanying notes are an integral part of these financial statements

I.C.C. International Public Company Limited and its Subsidiaries

Statement of financial position

As at December 31, 2016 and 2015

(in Baht)

| Liabilities and equity | Note | Consolidated financial statements | | Separate financial statements | |
|---|-------|--------------------------------------|-----------------------|----------------------------------|-----------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Current liabilities | | | | | |
| Short-term loans from financial institutions | 20 | 10,000,000 | 30,000,000 | - | - |
| Short-term loans from related party | 20 | 10,000,000 | - | - | - |
| Trade accounts payable | 5, 21 | 1,328,344,312 | 1,188,719,087 | 1,285,403,492 | 1,162,440,076 |
| Others payable | 5 | 608,847,138 | 796,950,535 | 595,021,421 | 784,460,346 |
| Income tax payable | | 50,377,503 | 6,866,054 | 50,377,503 | 6,866,054 |
| Total current liabilities | | 2,007,568,953 | 2,022,535,676 | 1,930,802,416 | 1,953,766,476 |
| Non-current liabilities | | | | | |
| Deferred tax liabilities | 19 | 232,405,390 | 30,719,298 | 230,023,836 | 28,337,744 |
| Employee benefit obligations | 22 | 532,585,693 | 482,042,668 | 493,324,370 | 446,879,484 |
| Other non-current liabilities | | 46,848,149 | 44,074,707 | 45,125,558 | 42,469,847 |
| Total non-current liabilities | | 811,839,232 | 556,836,673 | 768,473,764 | 517,687,075 |
| Total liabilities | | 2,819,408,185 | 2,579,372,349 | 2,699,276,180 | 2,471,453,551 |
| Equity | | | | | |
| Share capital: | 23 | | | | |
| 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 | 24 | 50,000,000 | 50,000,000 | 50,000,000 | 50,000,000 |
| General reserve | 24 | 1,706,711,494 | 1,638,869,660 | 1,706,711,494 | 1,638,869,660 |
| Unappropriated | | 10,008,706,168 | 9,445,435,890 | 9,953,300,636 | 9,500,309,396 |
| Other components of equity | | 3,801,025,369 | 3,038,366,293 | 3,801,354,236 | 3,038,478,589 |
| Equity attributable to owners of the Company | | 17,395,653,737 | 16,001,882,549 | 17,340,577,072 | 16,056,868,351 |
| Non-controlling interests | | (16,140,010) | (16,091,728) | - | - |
| Total equity | | 17,379,513,727 | 15,985,790,821 | 17,340,577,072 | 16,056,868,351 |
| Total liabilities and equity | | 20,198,921,912 | 18,565,163,170 | 20,039,853,252 | 18,528,321,902 |

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 2016 and 2015

(in Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|---|--------|--------------------------------------|----------------------|----------------------------------|----------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Revenue from sale of goods | 25 | 12,615,379,056 | 12,342,816,129 | 12,420,967,585 | 12,291,078,938 |
| Cost of sales of goods | 9, 29 | 7,851,000,585 | 7,640,906,428 | 7,712,589,636 | 7,606,138,395 |
| Gross profit | | 4,764,378,471 | 4,701,909,701 | 4,708,377,949 | 4,684,940,543 |
| Other income | | | | | |
| Dividends income | | 526,679,363 | 378,453,974 | 538,079,213 | 389,573,824 |
| Gain on disposal of property, plant and equipments and investment properties | | 35,177,079 | 589,620 | 34,858,526 | 589,620 |
| Others | | 237,584,921 | 157,549,819 | 244,001,017 | 160,325,087 |
| Total other income | | 799,441,363 | 536,593,413 | 816,938,756 | 550,488,531 |
| Profit before expenses | | 5,563,819,834 | 5,238,503,114 | 5,525,316,705 | 5,235,429,074 |
| Expenses | | | | | |
| Selling expenses | 26, 29 | 2,892,342,464 | 3,029,890,859 | 2,883,461,895 | 3,023,142,856 |
| Administrative expenses | 27, 29 | 1,690,002,782 | 1,444,156,388 | 1,721,361,401 | 1,428,404,316 |
| Finance costs | | 1,855,312 | 944,582 | - | 6,272 |
| Total expenses | | 4,584,200,558 | 4,474,991,829 | 4,604,823,296 | 4,451,553,444 |
| Share of profit of investments | | | | | |
| in associates | 12 | 51,132,194 | 44,659,055 | - | - |
| Profit before income tax expense | | 1,030,751,470 | 808,170,340 | 920,493,409 | 783,875,630 |
| Income tax expense | 30 | 94,494,919 | 105,457,284 | 94,494,919 | 105,457,284 |
| Profit for the year | | 936,256,551 | 702,713,056 | 825,998,490 | 678,418,346 |
| Profit attributable to: | | | | | |
| Owners of the Company | | 936,277,528 | 703,194,589 | 825,998,490 | 678,418,346 |
| Non-controlling interests | | (20,977) | (481,533) | - | - |
| Profit for the year | | 936,256,551 | 702,713,056 | 825,998,490 | 678,418,346 |

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 2016 and 2015

(in Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|---|--------|--------------------------------------|---------------|----------------------------------|---------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Other comprehensive income | | | | | |
| <i>Items that will never be reclassified to profit or loss</i> | | | | | |
| Defined benefit plan actuarial gains | 22, 30 | - | 96,380,247 | - | 96,380,247 |
| Income tax on other comprehensive income | 19, 30 | - | (19,276,049) | - | (19,276,049) |
| <i>Items that are or may be reclassified to profit or loss</i> | | | | | |
| Foreign currency translation differences for foreign operations | | (243,876) | 1,481,531 | - | - |
| Net change in fair value of available-for-sale investments | 11, 30 | 953,594,559 | (264,201,032) | 953,594,559 | (264,201,032) |
| Income tax on other comprehensive income | 19, 30 | (190,718,912) | 52,840,206 | (190,718,912) | 52,840,206 |
| Other comprehensive income (loss) for the year net of income tax | | 762,631,771 | (132,775,097) | 762,875,647 | (134,256,628) |
| Total comprehensive income for the year | | 1,698,888,322 | 569,937,959 | 1,588,874,137 | 544,161,718 |
| Total comprehensive income attributable to: | | | | | |
| Owners of the Company | | 1,698,909,299 | 570,056,662 | 1,588,874,137 | 544,161,718 |
| Non-controlling interests | | (20,977) | (118,703) | - | - |
| Total comprehensive income for the year | | 1,698,888,322 | 569,937,959 | 1,588,874,137 | 544,161,718 |
| Earnings per share (in Baht) | | | | | |
| Basic earnings per share | 31 | 3.22 | 2.42 | 2.84 | 2.33 |

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 2016 and 2015

(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 | | | |
| Year ended 31 December 2015 | | | | | | | | | | | | |
| Balance at 1 January 2015 | | 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 |
| Transactions with owners, recorded directly in equity | | | | | | | | | | | | |
| Contributions by and distributions to owners | | | | | | | | | | | | |
| of the Company | | | | | | | | | | | | |
| Dividends to owners of the Company | 32 | - | - | - | - | - | (305,165,416) | - | - | (305,165,416) | - | (305,165,416) |
| Total contributions by and distributions to owners of the Company | | - | - | - | - | - | (305,165,416) | - | - | (305,165,416) | - | (305,165,416) |
| Changes in ownership interests in subsidiaries | | | | | | | | | | | | |
| Acquisition of non-controlling interests with a change in control | 13 | - | - | - | - | - | 1,655,928 | - | - | 1,655,928 | (16,566,000) | (14,910,072) |
| Acquisition of non-controlling interests without a change in control | | - | - | - | - | - | - | - | - | - | (6,314,000) | (6,314,000) |
| Total changes in ownership interests in subsidiaries | | - | - | - | - | - | 1,655,928 | - | - | 1,655,928 | (22,880,000) | (21,224,072) |
| Total transactions with owners, recorded directly in equity | | - | - | - | - | - | (303,509,488) | - | - | (303,509,488) | (22,880,000) | (326,389,488) |
| Comprehensive income for the year | | | | | | | | | | | | |
| Profit | | - | - | - | - | - | 703,194,589 | - | - | 703,194,589 | (481,533) | 702,713,056 |
| Other comprehensive income | | | | | | | | | | | | |
| Defined benefit plan actuarial gains | | - | - | - | - | - | 77,104,198 | - | - | 77,104,198 | - | 77,104,198 |
| Others | | - | - | - | - | - | - | 1,118,701 | (211,360,826) | (210,242,125) | 362,830 | (209,879,295) |
| Total comprehensive income for the year | | - | - | - | - | - | 780,298,787 | 1,118,701 | (211,360,826) | 570,056,662 | (118,703) | 569,937,959 |
| Transfer to general reserve | 24 | - | - | - | - | 63,756,441 | (63,756,441) | - | - | - | - | - |
| Balance at 31 December 2015 | | 290,633,730 | 1,487,143,830 | 51,433,146 | 50,000,000 | 1,638,869,660 | 9,445,435,890 | (112,296) | 3,038,478,589 | 16,001,882,549 | (16,091,728) | 15,985,790,821 |

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 2016 and 2015

(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 | | | |
| Year ended 31 December 2016 | | | | | | | | | | | | |
| Balance at 1 January 2016 | | 290,633,730 | 1,487,143,830 | 51,433,146 | 50,000,000 | 1,638,869,660 | 9,445,435,890 | (112,296) | 3,038,478,589 | 16,001,882,549 | (16,091,728) | 15,985,790,821 |
| Transactions with owners, recorded directly in equity | | | | | | | | | | | | |
| Contributions by and distributions to owners of the Company | | | | | | | | | | | | |
| Dividends to owners of the Company | 32 | - | - | - | - | - | (305,165,416) | - | - | (305,165,416) | - | (305,165,416) |
| Total contributions by and distributions to owners of the Company | | - | - | - | - | - | (305,165,416) | - | - | (305,165,416) | - | (305,165,416) |
| Total transactions with owners, recorded directly in equity | | - | - | - | - | - | (305,165,416) | - | - | (305,165,416) | - | (305,165,416) |
| Comprehensive income for the year | | | | | | | | | | | | |
| Profit | | - | - | - | - | - | 936,277,528 | - | - | 936,277,528 | (20,977) | 936,256,551 |
| Other comprehensive income | | | | | | | | | | | | |
| Others | | - | - | - | - | - | - | (216,571) | 762,875,647 | 762,659,076 | (27,305) | 762,631,771 |
| Total comprehensive income for the year | | - | - | - | - | - | 936,277,528 | (216,571) | 762,875,647 | 1,698,936,604 | (48,282) | 1,698,888,322 |
| Transfer to general reserve | 24 | - | - | - | - | 67,841,834 | (67,841,834) | - | - | - | - | - |
| Balance at 31 December 2016 | | 290,633,730 | 1,487,143,830 | 51,433,146 | 50,000,000 | 1,706,711,494 | 10,008,706,168 | (328,867) | 3,801,354,236 | 17,395,653,737 | (16,140,010) | 17,379,513,727 |

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 2016 and 2015

(in Baht)

| | Separate financial statements | | | | | | | | |
|---|-------------------------------|----------------------------------|----------------------------|----------------------------|-------------------|-----------------|----------------|--|----------------|
| | Note | Issued and paid-up share capital | Premium on ordinary shares | Surplus on treasury shares | Retained earnings | | | Other components of equity | Total equity |
| | | | | | treasury shares | General reserve | Unappropriated | Fair value changes in available-for-sale investments | |
| Year ended 31 December 2015 | | | | | | | | | |
| Balance at 1 January 2015 | | 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 |
| Transactions with owners, recorded directly in equity | | | | | | | | | |
| Contributions by and distributions to owners of the Company | | | | | | | | | |
| Dividends to owners of the Company | 32 | - | - | - | - | - | (305,165,416) | - | (305,165,416) |
| Total contributions by and distributions to owners of the Company | | - | - | - | - | - | (305,165,416) | - | (305,165,416) |
| Comprehensive income for the year | | | | | | | | | |
| Profit | | - | - | - | - | - | 678,418,346 | - | 678,418,346 |
| Other comprehensive income | | | | | | | | | |
| Actuarial gains | | - | - | - | - | - | 77,104,198 | - | 77,104,198 |
| Others | | - | - | - | - | - | - | (211,360,826) | (211,360,826) |
| Total comprehensive income for the year | | - | - | - | - | - | 755,522,544 | (211,360,826) | 544,161,718 |
| Transfer to general reserve | 24 | - | - | - | - | 63,756,441 | (63,756,441) | - | - |
| Balance at 31 December 2015 | | 290,633,730 | 1,487,143,830 | 51,433,146 | 50,000,000 | 1,638,869,660 | 9,500,309,396 | 3,038,478,589 | 16,056,868,351 |
| Year ended 31 December 2016 | | | | | | | | | |
| Balance at 1 January 2016 | | 290,633,730 | 1,487,143,830 | 51,433,146 | 50,000,000 | 1,638,869,660 | 9,500,309,396 | 3,038,478,589 | 16,056,868,351 |
| Transactions with owners, recorded directly in equity | | | | | | | | | |
| Contributions by and distributions to owners of the Company | | | | | | | | | |
| Dividends to owners of the Company | 32 | - | - | - | - | - | (305,165,416) | - | (305,165,416) |
| Total contributions by and distributions to owners of the Company | | - | - | - | - | - | (305,165,416) | - | (305,165,416) |
| Comprehensive income for the year | | | | | | | | | |
| Profit | | - | - | - | - | - | 825,998,490 | - | 825,998,490 |
| Other comprehensive income | | | | | | | | | |
| Others | | - | - | - | - | - | - | 762,875,647 | 762,875,647 |
| Total comprehensive income for the year | | - | - | - | - | - | 825,998,490 | 762,875,647 | 1,588,874,137 |
| Transfer to general reserve | 24 | - | - | - | - | 67,841,834 | (67,841,834) | - | - |
| Balance at 31 December 2016 | | 290,633,730 | 1,487,143,830 | 51,433,146 | 50,000,000 | 1,706,711,494 | 9,953,300,636 | 3,801,354,236 | 17,340,577,072 |

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 2016 and 2015

(in Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|---------------|----------------------------------|---------------|
| | 2016 | 2015 | 2016 | 2015 |
| <i>Cash flows from operating activities</i> | | | | |
| Profit for the year | 936,256,551 | 702,713,056 | 825,998,490 | 678,418,346 |
| <i>Adjustments for</i> | | | | |
| Depreciation and amortisation | 195,601,307 | 175,755,209 | 189,218,683 | 172,605,994 |
| Reversal of allowance for decline in value of investment properties | (50,328,402) | - | (50,328,402) | - |
| Allowance for doubtful accounts and bad debts | 18,783,937 | 8,416,165 | 18,735,137 | 8,315,264 |
| Allowance for decline in value of inventories (reversal) | 39,855,504 | (448,587) | 52,963,328 | (448,587) |
| Allowance for decline in value of investments (reversal) | 57,955,658 | (506,067) | 209,689,614 | 5,464,533 |
| Impairment losses on goodwill | 66,409,406 | - | - | - |
| Interest income | (20,351,997) | (15,777,051) | (24,441,291) | (22,623,215) |
| Dividends income | (526,679,363) | (378,453,974) | (538,079,213) | (389,573,824) |
| Finance costs | 1,855,312 | 944,582 | - | 6,272 |
| Loss on disposal of investment | 31,056,857 | - | 31,056,857 | - |
| Gain on disposal of property, plant and equipment and investment properties | (35,219,498) | (587,139) | (34,912,543) | (587,139) |
| Loss on retirement of equipment | - | 7,052,188 | 338 | 7,002,055 |
| Share of profit of investments in associates , net of income tax | (51,132,194) | (44,659,055) | - | - |
| Income tax expense | 94,494,919 | 105,457,284 | 94,494,919 | 105,457,284 |
| | 758,557,997 | 559,906,611 | 774,395,917 | 564,036,983 |
| <i>Changes in operating assets and liabilities</i> | | | | |
| Trade accounts receivable | 163,868,397 | (88,267,940) | 168,527,195 | (93,533,248) |
| Inventories | 92,961,870 | 71,665,650 | 93,302,015 | 68,555,639 |
| Real estate projects under development | (12,973,152) | (5,083,925) | - | - |
| Other current assets | 37,126,633 | (31,423,349) | 30,909,020 | (22,350,112) |
| Other non-current assets | 6,721,849 | (12,714,280) | 6,288,233 | (11,717,945) |

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 2016 and 2015

(in Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|--------------------|----------------------------------|---------------------|
| | 2016 | 2015 | 2016 | 2015 |
| <i>Cash flows from operating activities (Continued)</i> | | | | |
| Trade accounts payable | 139,625,225 | (193,544,273) | 122,963,416 | (182,695,491) |
| Others payable | (135,569,568) | 24,437,701 | (137,470,874) | 28,433,608 |
| Employee benefits obligations | 50,543,025 | 46,003,991 | 46,444,886 | 18,505,762 |
| Other non-current liabilities | 2,773,442 | 440,376 | 2,655,711 | 999,925 |
| Cash generated from operating activities | 1,103,635,718 | 371,420,562 | 1,108,015,519 | 370,235,121 |
| Income tax paid | (40,089,571) | (65,527,970) | (40,016,291) | (65,363,023) |
| Net cash from operating activities | 1,063,546,147 | 305,892,592 | 1,067,999,228 | 304,872,098 |
| <i>Cash flows from investing activities</i> | | | | |
| Interest received | 19,088,850 | 16,863,055 | 23,178,144 | 24,011,488 |
| Dividends received | 538,079,213 | 389,573,824 | 538,079,213 | 389,573,824 |
| Purchase of property, plant and equipment | (422,882,645) | (258,485,784) | (417,186,415) | (258,339,106) |
| and investment properties | | | | |
| Sale of property, plant and equipment | 37,597,028 | 4,944,126 | 37,265,405 | 4,944,126 |
| and investment properties | | | | |
| (Increase) decrease in loans to related | | | | |
| parties and employees | (43,392,830) | 60,814,357 | (54,892,830) | 23,114,357 |
| Sale of debt securities | - | 45,000,000 | - | 45,000,000 |
| Purchase of equity securities | (284,523,634) | (220,755,949) | (284,523,634) | (220,755,949) |
| Sale of equity securities | 3,400,394 | - | 3,400,394 | - |
| Increase in deposit for property, plant and equipment | (20,222,251) | - | (20,222,251) | - |
| Cash received from reduction of share of investment | 1,440,000 | 1,200,000 | 1,440,000 | 1,200,000 |
| Cash received from leasehold | 14,250,000 | 14,250,000 | 14,250,000 | 14,250,000 |
| Purchase of intangible assets | (3,385,159) | (6,937,309) | (3,032,355) | (6,930,247) |
| Cash paid for purchase of subsidiaries | - | - | - | (50,568,752) |
| Net cash from (used in) investing activities | (160,551,034) | 46,466,320 | (162,244,329) | (34,500,259) |

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 2016 and 2015

(in Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|--|------|--------------------------------------|----------------------|----------------------------------|----------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| <i>Cash flows from financing activities</i> | | | | | |
| Interest paid | | (2,018,051) | (1,122,773) | - | (6,272) |
| Dividends paid to owners of the Company | | (305,072,145) | (305,165,416) | (305,072,145) | (305,165,416) |
| Proceeds from short-term loans from | | | | | |
| related parties (decrease) | | 10,000,000 | (20,000,000) | - | - |
| Repayment of short-term loans from | | | | | |
| financial institutions | | (20,000,000) | (35,247,408) | - | - |
| Proceeds from issue of new ordinary | | | | | |
| shares of subsidiary | | - | 35,681,250 | - | - |
| Acquisition of non-controlling interests | 4 | - | (58,561,249) | - | - |
| Net cash used in financing activities | | (317,090,196) | (384,415,596) | (305,072,145) | (305,171,688) |
| | | | | | |
| Net increase (decrease) in cash and | | | | | |
| cash equivalents | | 585,904,917 | (32,056,684) | 600,682,754 | (34,799,849) |
| Cash and cash equivalents | | | | | |
| at 1 January | | 589,817,003 | 617,169,755 | 559,607,575 | 594,407,424 |
| Effect of exchange rate changes on | | | | | |
| balances held in foreign currency | | (232,429) | 4,703,932 | - | - |
| Cash and cash equivalents at 31 December | | 1,175,489,491 | 589,817,003 | 1,160,290,329 | 559,607,575 |

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****For the year ended 31 December 2016**

| Note | Contents |
|-------------|--|
| 1 | General information |
| 2 | Basis of preparation of the financial statements |
| 3 | Significant accounting policies |
| 4 | Acquisitions of subsidiaries and non-controlling interests |
| 5 | Related parties |
| 6 | Cash and cash equivalents |
| 7 | Trade accounts receivable |
| 8 | Short-term loans |
| 9 | Inventories |
| 10 | Real estate projects under development |
| 11 | Available for sale investments |
| 12 | Investments in associates |
| 13 | Investments in subsidiaries |
| 14 | Other investments |
| 15 | Investment properties |
| 16 | Property, plant and equipment |
| 17 | Goodwill |
| 18 | Other non-current assets |
| 19 | Deferred tax |
| 20 | Interest-bearing liabilities |
| 21 | Trade accounts payable |
| 22 | Employee benefit obligations |
| 23 | Share capital |
| 24 | Reserves |
| 25 | Segment information |
| 26 | Selling expenses |
| 27 | Administrative expenses |
| 28 | Employee benefit expenses |
| 29 | Expenses by nature |
| 30 | Income tax expense |
| 31 | Earnings per share |
| 32 | Dividends |
| 33 | Financial instruments |
| 34 | Commitments with non-related parties |
| 35 | Events after the reporting period |
| 36 | Thai Financial Reporting Standards (TFRS) not yet adopted |

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 2016.

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 (22.5% 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(%) | |
|-----------------------|---|--------------------------|-----------------------|------|
| | | | 2016 | 2015 |
| WBRE Co., Ltd. | Real Estate | Thai | 99.9 | 99.9 |
| Amis Du Monde SARL | Trading | France | 81.9 | 81.9 |
| Thai Itokin Co., Ltd. | Manufacturing and distributing apparels | Thai | 58.2 | 58.2 |

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 new and revised TFRS effective for annual accounting periods beginning on or after 1 January 2016.

The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies.

These changes have no material effect on the financial statements.

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 2017 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 36.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date.

| Items | Measurement bases |
|-------------------------------------|-------------------|
| Available-for-sale financial assets | 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 these 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.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 13 Consolidation: whether the Group has de facto control over an investee

(ii) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties that have a significant risk of resulting in a material adjustments to the amounts recognised in the financial statements is included in the following notes:

Note 17 Impairment test: key assumptions underlying recoverable amounts

Note 19 Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used

Note 22 Measurement of defined benefit obligations: key actuarial assumptions

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuation issues are reported to the Group Audit Committee.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 11 – available-for-sale financial assets;
- Note 33 – financial instruments.

3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) 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.

Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group other than those with entities under common control.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The Group measures any non-controlling interest (NCI) at its proportionate interest in the identifiable net assets of the acquiree. Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Step acquisition

When a business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interests

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity - accounted investees

The Group's interests in equity-accounted investees comprise interests in associates.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees 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.

(b) 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 currency differences are generally recognised in profit or loss.

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, except to extent that the translation difference is allocated to non-controlling interest.

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.

(c) 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.

(d) 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.

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.

(e) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost of inventories in categories of trading, consignment goods sales to retailers with condition, manufactured inventories and work-in-progress are 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.

(f) 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.

(g) 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.

(h) 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.

(i) 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 |
|-----------------------|---------------|

(j) 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. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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.

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 | 3 - 5 years |
| Furniture and fixtures | 5 years |
| Vehicles | 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.

(k) Intangible assets*Goodwill*

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. The measurement of goodwill at initial recognition is described in note 3(a). Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives which were trademarks and license database of customers 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:

| | |
|------------------------------|----------|
| Software licenses | 10 years |
| 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

(l) Leasehold

Payments made for leasehold rights are measured at cost method and amortisation is recognised in the profit or loss on straight line basis over the periods of the leasehold agreements.

(m) Impairment

The carrying amounts of the Group'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 goodwill and 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 carried at amortised cost is calculated as the present value of the estimated future cash flows discounted at the original effective interest rate.

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.

(n) 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.

(o) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

(p) Employee benefits*Defined contribution plans*

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed regularly by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognized immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is 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. Remeasurements are recognized in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognizes costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group/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.

(q) 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.

(r) 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.

Real estate development projects

When the contract meets the criteria for a sale of goods, or if control and significant risks and rewards of ownership of the work in progress are transferred to the buyer at a single time, for example at completion or after delivery, revenue is recognised when the criteria described above for sales of goods and services are met.

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.

(s) Finance costs

Finance costs comprise interest expense on borrowings and similar costs are charged to profit or loss for the period in which they are incurred.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

(t) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight line basis 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.

(u) 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 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 Group 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 Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group 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 Group 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.

(v) Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares and 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 year, adjusted for own shares held.

(w) 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.

4 Acquisition of subsidiaries and non-controlling interests

At the board of directors meeting of the Company held on 14 August 2015, the directors approved the acquisition of an additional 25.24% of the new common shares issue of Group's associate company, Thai Itokin Co., Ltd., a manufacturer and distributor of ready-made apparel, following Thai Itokin Co., Ltd. increasing its registered capital from Baht 25 million to Baht 140 million by making an offer to existing share owners to purchase new shares of 1.15 million shares at Baht 100 per share, due to some existing share owners declining to purchase their share allocation, Thai Itokin Co., Ltd., therefore allocated the remaining capital increase shares to other existing share owners. Consequently the Group increased its interest from previously held 27.90% share holding to 53.14% of the all issued share capital of Thai Itokin Co., Ltd. for consideration amount of Baht 67.43 million, which call comprised for paid up of Baht 33.71 million on 8 September 2015, Baht 16.86 million within 8 October 2015 and last amount which hasn't yet called for paid-up of Baht 16.86 million.

Under TFRS 3 Business Combinations, the investment in Thai Itokin Co., Ltd. is classified as a step acquisition which requires the Group to remeasure the previously held equity interest (27.9%) in Thai Itokin Co., Ltd. at fair value. However, as at 31 December 2015 the Group has completed the assessment of the final fair value of the share valuation. There is no value identified for equity of Thai Itokin as net debt exceeds the enterprise value, resulting in no difference from fair value adjustment of previously held equity interest. Consequently, the Group had not recognised the change in fair value of investment in Thai Itokin Co., Ltd. before changing status from associate to subsidiary and difference rising from fair value on the acquisition date in the statement of comprehensive income for the year ended 31 December 2015.

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. |
| Saha Pathana Inter-Holding Plc. | Thai | 9.97 | Major shareholders, 22.50% shareholding, some common shareholders and directors |
| I.D.F. Co., Ltd. | Thai | 9.00 | Major shareholders, 9.50% shareholding, some common shareholders and directors |
| Saha Pathana Inter-Holding Plc. | Thai | 10.19 | 8.50% shareholding, some common shareholders and directors |
| WBRE Co., Ltd. | Thai | 99.99 | Subsidiary, some common directors |
| Amis Du Monde SARL | France | 81.92 | Subsidiary |
| Thai Itokin Co., Ltd. | Thai | 58.16 | Subsidiary, some common |
| Nanan Cambo Solution Co., Ltd. | Cambodia | 49.00 | Associate, some common directors |
| Canchana International Co., Ltd. | Cambodia | 40.00 | Associate, some common directors |
| Boon Capital Holding Co., Ltd. | Thai | 32.00 | Associate, some common directors |
| SHOP Global (Thailand) Co., Ltd. | Thai | 30.00 | Associate, some common directors |
| International Leather Fashion Co., Ltd. | Thai | 28.00 | Associate, some common directors |
| Thai Secom Security Co.,Ltd. (Rename from Thai Secom Pitakkij Co., Ltd.) | Thai | 25.50 | Associates, Some common directors are close member of the family of the Company's management |
| Issara United Co., Ltd. | Thai | 25.00 | Associate, some common directors |
| Worldclass Rent a Car Co., Ltd | Thai | 25.00 | Associate |
| Issara United Development Co., Ltd. | Thai | 25.00 | Associate, some common directors |
| Tiger Distribution & Logistics Co., Ltd. | Thai | 19.90 | Some common directors |
| Sahapat Real Estate Co., Ltd. | Thai | 19.90 | Some common directors |
| O.C.C. Plc. | Thai | 19.73 | 0.60% shareholding, some common directors |
| SSDC (Tigertex) Co., Ltd. | Thai | 19.58 | Some common directors |
| International Laboratories Co., Ltd. | Thai | 19.56 | 1.10% shareholding, some common directors |
| Bangkok Tokyo Socks Co., Ltd. | Thai | 19.55 | Some common directors |
| K. Commercial and Construction Co., Ltd. | Thai | 19.50 | Some common directors |
| General Glass Co., Ltd. | Thai | 19.50 | Some common directors |
| DF Inter Co., Ltd. | Thai | 19.00 | Some common directors |
| Thai Sun Foods Co., Ltd. | Thai | 19.00 | Some common directors are close member of the family of the Company's management |
| Thai Cubic Technology Co., Ltd. | Thai | 19.00 | Some common directors |
| Laem Cha-Bang Warehouse Co., Ltd. | Thai | 19.00 | Some common directors |

| Name of entities | Country of incorporation/nationality | Ownership interest (%) | Nature of relationships |
|--|--------------------------------------|------------------------|--|
| H & B Intertex Co., Ltd. | Thai | 19.00 | Some common directors |
| International Commercial Coordination (Hong Kong) Ltd. | Hong Kong | 19.00 | Some common directors |
| Pan Asia Footwear Plc. | Thai | 18.91 | Some common directors |
| United Utilities Co., Ltd. | Thai | 18.56 | Some common directors |
| Top Trend Manufacturing Co., Ltd. | Thai | 18.00 | Some common directors |
| Saha Nam Textile Co., Ltd. | Thai | 18.00 | Some common directors |
| Tiger MK Logistics (Myanmar) Co., Ltd. | Myanmar | 18.00 | Some common directors are close member of the family of the Company's management |
| Pan Land Co., Ltd. | Thai | 16.67 | Some common directors |
| BNC Real Estate Co., Ltd. | Thai | 16.67 | Some common directors |
| Better Way (Thailand) Co., Ltd. | Thai | 16.48 | Some common directors |
| Erawan Textile Co., Ltd. | Thai | 16.41 | Some common directors |
| Otsuka Saha Asia Research Co., Ltd. | Thai | 16.33 | Some common directors are close member of the family of the Company's management |
| Thai Gunze Co., Ltd. | Thai | 16.00 | Some common directors |
| Shiseido Professional (Thailand) Co., Ltd. | Thai | 15.00 | Some common directors |
| Tsuruha (Thailand) Co., Ltd. | Thai | 15.00 | Some common directors |
| S & J International Enterprises Plc. | Thai | 14.61 | Some common directors |
| Raja Uchino Co., Ltd. | Thai | 13.59 | Some common directors |
| Thai Takeda Lace Co., Ltd. | Thai | 12.76 | Some common directors |
| Champ Ace Co., Ltd. | Thai | 12.50 | Some common directors |
| T.U.C. Elastic Co., Ltd. | Thai | 12.00 | Some common directors |
| Treasure Hill Co., Ltd. | Thai | 12.00 | Some common directors |
| Morgan De Toi (Thailand) Co., Ltd. | Thai | 12.00 | Some common directors are close member of the family of the Company's management |
| Lion Corporation (Thailand) Co., Ltd. | Thai | 12.00 | Some common directors are close member of the family of the Company's management |
| Thai Sports Garment Co., Ltd. | Thai | 12.00 | Some common directors |
| Saha Tokyu Corporation Co., Ltd. | Thai | 12.00 | Some common directors |
| Thai Shikibo Co., Ltd. | Thai | 11.74 | Some common directors |
| Sahacogen (Chonburi) Plc. | Thai | 11.30 | Some common directors |
| Thanulux Plc. | Thai | 11.09 | 3.40% shareholding, some common directors |
| Kewpie (Thailand) Co., Ltd. | Thai | 10.77 | Some common directors are close member of the family of the Company's management |
| Thai Arai Co., Ltd. | Thai | 10.75 | Some common directors are close member of the family of the Company's management |
| Waseda Education (Thailand) Co., Ltd. | Thai | 10.71 | Some common directors |
| Far East DDB Plc. | Thai | 10.64 | Some common directors |
| Textile Prestige Plc. | Thai | 10.43 | Some common directors |
| Kai I.T. Service Co., Ltd. | Thai | 10.00 | Some common directors |
| UCC Ueshima Coffee (Thailand) Co., Ltd. | Thai | 10.00 | 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 Takaya Co., Ltd. | Thai | 10.00 | Some common directors are close member of the family of the Company's management |
| Total Way Image Co., Ltd. | Thai | 10.00 | Some common directors are close member of the family of the Company's management |
| E.P.F. Co., Ltd. | Thai | 10.00 | Some common directors are close member of the family of the Company's management |
| K.T.Y. Industry Co., Ltd. | Thai | 9.93 | Some common directors |
| Dairy Thai Co., Ltd. | Thai | 9.13 | Some common directors are close member of the family of the Company's management |
| First United Industry Co., Ltd. | Thai | 9.12 | Some common directors |
| Wien International Co., Ltd. | Thai | 9.00 | Some common directors |
| BNC Maesot Co., Ltd. | Thai | 9.00 | Some common directors |
| Osoth Inter Laboratories Co., Ltd. | Thai | 9.00 | Some common directors |
| Saha Lawson Co., Ltd. | Thai | 9.00 | Some common directors are close member of the family of the Company's management |
| J&P (Thailand) Co., Ltd. | Thai | 9.00 | Some common directors are close member of the family of the Company's management |
| Transcosmos (Thailand) Co., Ltd. | Thai | 9.00 | Some common directors |
| Sun 108 Co., Ltd. | Thai | 8.25 | Some common directors |
| Janome (Thailand) Co., Ltd. | Thai | 8.00 | Some common directors |
| Thai Bunka Fashion Co., Ltd. | Thai | 8.00 | Some common directors |
| Thai Stafflex Co., Ltd. | Thai | 8.00 | Some common directors |
| Molten Asia Polymer Products Co., Ltd. | Thai | 7.80 | Some common directors are close member of the family of the Company's management |
| Seino Saha Logistic Co., Ltd. (Rename from KRS Logistic Co., Ltd.) | Thai | 7.75 | Some common directors are close member of the family of the Company's management |
| Saha-sahwa Co., Ltd. | Thai | 7.03 | Some common directors are close member of the family of the Company's management |
| Sahachol Food Supplies Co., Ltd. | Thai | 6.50 | Some common directors |
| SRP Nanasai Co., Ltd. | Thai | 6.33 | Some common directors |
| Molten (Thailand) Co., Ltd. | Thai | 6.00 | Some common directors are close member of the family of the Company's management |
| Sahapat Properties Co., Ltd. | Thai | 5.75 | Some common directors |
| Pattaya Manufacturing Co., Ltd. | Thai | 5.33 | Some common directors |
| People's Garment Plc. | Thai | 5.25 | Some common directors |
| Thai Wacoal Plc. | Thai | 5.09 | 3.80% shareholding, some common directors |
| Thai Monster Co., Ltd. | Thai | 5.00 | Some common directors are close member of the family of the Company's management |
| Mobile Logistics Co., Ltd. | Thai | 5.00 | Some common directors are close member of the family of the Company's management |
| Thai Hoover Industry Co., Ltd. | Thai | 4.75 | Some common directors |
| Carbon Magic (Thailand) Co., Ltd. | Thai | 4.17 | 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 Arusu Co., Ltd. | Thai | 4.17 | Some common directors |
| The Mall Ratchasima Co., Ltd. | Thai | 4.00 | Some common directors are close member of the family of the Company's management |
| Ratchasima Shopping Complex Co., Ltd. | Thai | 4.00 | Some common directors are close member of the family of the Company's management |
| Thai Samsung Electronics Co., Ltd. | Thai | 3.71 | Some common directors are close member of the family of the Company's management |
| Sriracha Aviation Co., Ltd. | Thai | 3.64 | Some common directors |
| Pens Marketing and Distribution Co., Ltd. | Thai | 3.50 | Some common directors |
| Thai Naxis Co., Ltd. | Thai | 3.38 | Some common directors |
| Thai Samsung Life Insurance Plc. | Thai | 2.28 | Some common directors are close member of the family of the Company's management |
| Thai President Foods Plc. | Thai | 2.03 | Some common directors |
| Singer Thailand Plc. | Thai | 1.30 | Some common directors are close member of the family of the Company's management |
| Newcity (Bangkok) Plc. | Thai | 0.79 | 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 |
| 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 |
| 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. | 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. | Thai | - | Some common directors |
| Thai One Mall Co., Ltd. | Thai | - | Some common directors |
| SSJ PTE. LTD. | Singapore | - | Some common directors |
| Thai Kamaya Co., Ltd. ⁽¹⁾ | Thai | - | Some common directors |
| 4 People Foods Co., Ltd. ⁽²⁾ | Thai | - | Some common directors |

(1) Thai Kamaya Co., Ltd. has not been related since the first quarter of 2016.

(2) 4 People Foods Co., Ltd. has been dissolved on 1 September 2016

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 1.45%-6.75% 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 intangible assets | 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)

| Year ended 31 December | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|---------------|-------------------------------|---------------|
| | 2016 | 2015 | 2016 | 2015 |
| Subsidiaries | | | | |
| Sales of goods | - | - | 99 | 664 |
| Other income | - | - | 7,180 | 7,355 |
| Purchases of goods | - | - | 123,787 | 43,691 |
| Selling and other expenses | - | - | 3,991 | 1,682 |
| Associates | | | | |
| Sales of goods | 34,421 | 35,560 | 34,421 | 35,560 |
| Dividend income | 11,400 | 11,120 | 11,400 | 11,120 |
| Other income | 10,357 | 12,299 | 10,357 | 12,299 |
| Purchases of goods | 184,956 | 235,615 | 184,956 | 235,615 |
| Selling and other expenses | 2,841 | 1,523 | 2,841 | 1,523 |
| Other related parties | | | | |
| Sales of goods | 386,093 | 344,826 | 369,053 | 340,757 |
| Dividend income | 496,569 | 360,648 | 496,569 | 360,648 |
| Other income | 96,587 | 95,883 | 96,470 | 95,883 |
| Purchases of goods | 6,049,514 | 6,273,509 | 6,044,834 | 6,258,296 |
| Purchase of property, plant and equipment and intangible asset | 184,250 | 157,717 | 184,250 | 157,717 |
| Disposal of property, plant and equipment | - | 4,313 | - | 4,313 |
| Selling and other expenses | 431,646 | 503,783 | 429,592 | 498,922 |
| Key management personnel | | | | |
| Key management personnel compensation | | | | |
| Short-term employee benefits | 112,249 | 89,802 | 109,503 | 89,802 |
| Long-term benefits | 6,646 | 6,335 | 6,521 | 6,175 |
| Total key management personnel compensation | 118,895 | 96,137 | 116,024 | 95,977 |

Balances as at 31 December with related parties were as follows:

Trade accounts receivable from related parties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--------------------------------------|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Subsidiaries | - | - | 10,905 | 12,105 |
| Associates | 6,821 | 10,920 | 6,821 | 10,920 |
| Other related parties | 95,112 | 97,481 | 94,418 | 97,315 |
| | 101,933 | 108,401 | 112,144 | 120,340 |
| Less allowance for doubtful accounts | (7,881) | (5,949) | (7,881) | (5,949) |
| Total | 94,052 | 102,452 | 104,263 | 114,391 |

Other accounts receivable from related parties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-----------------------|-----------------------------------|---------------|-------------------------------|---------------|
| | 2016 | 2015 | 2016 | 2015 |
| Subsidiaries | - | - | 75 | 189 |
| Associates | 303 | 374 | 303 | 374 |
| Other related parties | 14,806 | 19,569 | 14,731 | 19,569 |
| Total | 15,109 | 19,943 | 15,109 | 20,132 |

Loans to related parties

(in thousand Baht)

| | Interest rate (% per annum) | | Consolidated financial statements | | Separate financial statements | |
|---------------------------------------|--------------------------------|-------------|--------------------------------------|----------------|----------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Short-term loans | | | | | | |
| Subsidiaries | 1.45 - 4.50 | 4.50 | - | - | 174,500 | 163,000 |
| Associates | 6.27 - 6.52 | 6.52 - 6.75 | 75,000 | 30,000 | 75,000 | 30,000 |
| Other related parties | 4.37 - 4.50 | 4.50 | 90,000 | 90,000 | 90,000 | 90,000 |
| Total loans to related parties | | | 165,000 | 120,000 | 339,500 | 283,000 |

Movements during the years ended 31 December of loans to related parties were as follows:

Loans to related parties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-------------------------------|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Short-term loans | | | | |
| Subsidiaries | | | | |
| At 1 January | - | - | 163,000 | 140,000 |
| Increase | - | - | 29,500 | 23,000 |
| Decrease | - | - | (18,000) | - |
| At 31 December | - | - | 174,500 | 163,000 |
| Associates | | | | |
| At 1 January | 30,000 | 25,000 | 30,000 | 25,000 |
| Increase | 45,000 | 15,000 | 45,000 | 15,000 |
| Decrease | - | (10,000) | - | (10,000) |
| At 31 December | 75,000 | 30,000 | 75,000 | 30,000 |
| Other related parties | | | | |
| At 1 January | 90,000 | 120,000 | 90,000 | 120,000 |
| Decrease | - | (30,000) | - | (30,000) |
| At 31 December | 90,000 | 90,000 | 90,000 | 90,000 |
| Total short-term loans | | | | |
| At 1 January | 120,000 | 145,000 | 283,000 | 285,000 |
| Increase | 45,000 | 15,000 | 74,500 | 38,000 |
| Decrease | - | (40,000) | (18,000) | (40,000) |
| At 31 December | 165,000 | 120,000 | 339,500 | 283,000 |
| Long-term loans | | | | |
| Other related parties | | | | |
| At 1 January | - | 18,800 | - | 18,800 |
| Increase | - | 6,700 | - | 6,700 |
| Decrease | - | (25,500) | - | (25,500) |
| At 31 December | - | - | - | - |

Trade accounts payable from related parties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-----------------------|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Subsidiaries | - | - | 12,359 | 10,616 |
| Associates | 36,602 | 28,148 | 36,602 | 28,148 |
| Other related parties | 1,132,977 | 1,039,970 | 1,131,558 | 1,036,897 |
| Total | 1,169,579 | 1,068,118 | 1,180,519 | 1,075,661 |

Other accounts payable from related parties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-----------------------|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Subsidiaries | - | - | - | 2 |
| Associates | 864 | 49 | 864 | 49 |
| Other related parties | 55,280 | 131,422 | 54,568 | 131,409 |
| Total | 56,144 | 131,471 | 55,432 | 131,460 |

Other commitments

(in thousand Baht)

| | Consolidated and separate financial statements | |
|--------------------------------|--|---------|
| | 2016 | 2015 |
| Guarantees for related parties | 259,174 | 222,222 |

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 1.29 million per month, agreements had periods of 1-27 year and will be expired in 2027.

In December 2016, the Company had construction agreement with related party amounting of Baht 20.73 million and will be expired in June 2017.

6 Cash and cash equivalent

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Cash on hand | 7,229 | 6,475 | 5,071 | 6,344 |
| Cash at banks-current accounts | 148,896 | 123,855 | 135,855 | 96,775 |
| Cash at banks-saving accounts | 47,490 | 69,839 | 47,490 | 67,168 |
| Highly liquid short-term investment | 968,224 | 381,663 | 968,224 | 381,663 |
| Others | 3,650 | 7,985 | 3,650 | 7,658 |
| Cash and cash equivalents in the statement of financial position and statement of cash flows | 1,175,489 | 589,817 | 1,160,290 | 559,608 |

As at 31 December 2016, The Company has fixed deposit receipt with maturity period less than 3 months issued by financial institutions in amounting to Baht 968 million with interest rates between 1.3-1.5 % per annum (2015: 1.3-1.4% 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 | | Separate financial statements | |
|-----------------|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Thai Baht (THB) | 1,173,214 | 579,552 | 1,160,056 | 559,244 |
| Euro (EUR) | 2,112 | 10,083 | 71 | 182 |
| Others | 163 | 182 | 163 | 182 |
| Total | 1,175,489 | 589,817 | 1,160,290 | 559,608 |

7 Trade accounts receivable

(in thousand Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|--|------|-----------------------------------|------------------|-------------------------------|------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Related parties | 5 | 101,933 | 108,401 | 112,144 | 120,340 |
| Other parties | | 1,495,203 | 1,654,868 | 1,474,652 | 1,637,190 |
| Total | | 1,597,136 | 1,763,269 | 1,586,796 | 1,757,530 |
| <i>Less allowance for doubtful accounts</i> | | (46,324) | (29,804) | (46,231) | (29,703) |
| Net | | 1,550,812 | 1,733,465 | 1,540,565 | 1,727,827 |
| Bad and doubtful debts expense for the year | | 21,603 | 8,556 | 21,655 | 8,455 |
| Reversal of bad debt for the year | | (2,819) | (140) | (2,920) | (140) |

Aging analyses for trade accounts receivable were as follows:

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--------------------------------------|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Related parties | | | | |
| Within credit terms | 56,614 | 64,207 | 55,920 | 75,376 |
| Overdue: | | | | |
| Less than 1 months | 17,495 | 25,917 | 17,495 | 25,917 |
| 1-3 months | 20,064 | 9,768 | 20,064 | 10,182 |
| 4-12 months | 267 | 2,359 | 267 | 2,715 |
| Over 12 months | 7,493 | 6,150 | 18,398 | 6,150 |
| | 101,933 | 108,401 | 112,144 | 120,340 |
| Less allowance for doubtful accounts | (7,881) | (5,949) | (7,881) | (5,949) |
| | 94,052 | 102,452 | 104,263 | 114,391 |

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--------------------------------------|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Other parties | | | | |
| Within credit terms | 1,397,067 | 1,480,570 | 1,379,045 | 1,470,610 |
| Overdue: | | | | |
| Less than 1 months | 63,264 | 76,368 | 63,264 | 70,283 |
| 1-3 months | 4,053 | 48,784 | 2,485 | 48,158 |
| 4-12 months | 14,856 | 27,387 | 14,602 | 27,387 |
| Over 12 months | 15,963 | 21,759 | 15,256 | 20,752 |
| | 1,495,203 | 1,654,868 | 1,474,652 | 1,637,190 |
| Less allowance for doubtful accounts | (38,443) | (23,855) | (38,350) | (23,754) |
| | 1,456,760 | 1,631,013 | 1,436,302 | 1,613,436 |
| Net | 1,550,812 | 1,733,465 | 1,540,565 | 1,727,827 |

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 2016 and 2015 were denominated entirely in Thai Baht.

8 Short-term loans

(in thousand Baht)

| | Note | Interest rate (% per annum) | | Consolidated financial statements | | Separate financial statements | |
|-------------------|------|--------------------------------|-------------|--------------------------------------|----------------|----------------------------------|----------------|
| | | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Related parties | 5 | 1.45 - 6.52 | 4.50 - 6.75 | 165,000 | 120,000 | 339,500 | 283,000 |
| Other parties | | - | - | 69,979 | 69,979 | 69,979 | 69,979 |
| Total | | | | 234,979 | 189,979 | 409,479 | 352,979 |
| doubtful accounts | | | | (69,979) | (69,979) | (69,979) | (69,979) |
| Net | | | | 165,000 | 120,000 | 339,500 | 283,000 |

The Group's and the Company's short-term loans as at 31 December 2016 and 2015 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 | |
|---|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Finished goods | 1,231,870 | 1,297,246 | 1,185,639 | 1,240,490 |
| Consignment goods | 2,452,415 | 2,515,172 | 2,450,840 | 2,513,309 |
| Work in process | 3,385 | 5,117 | - | - |
| Raw material | 57,843 | 45,502 | - | - |
| Goods in transit | 77,154 | 43,811 | 76,594 | 43,795 |
| Less allowance for decline in value | (148,123) | (108,349) | (80,679) | (27,715) |
| | 3,674,544 | 3,798,499 | 3,632,394 | 3,769,879 |
| Real estate awaiting for sale - Condominium | 13,175 | 21,956 | 13,175 | 21,956 |
| Total | 3,687,719 | 3,820,455 | 3,645,569 | 3,791,835 |
| Inventories recognised as an expense in | | | | |
| 'cost of sales of goods': | | | | |
| - Cost | 7,749,937 | 7,565,013 | 7,595,930 | 7,523,818 |
| - Write-down to net realisable value | 116,663 | 82,769 | 116,663 | 82,769 |
| - Reversal of write-down | (15,599) | (6,876) | (3) | (449) |
| Net | 7,851,001 | 7,640,906 | 7,712,590 | 7,606,138 |

10 Real estate projects under development

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------|-------------------------------|----------|
| | 2016 | 2015 | 2016 | 2015 |
| Land and development costs of projects for sale | 47,892 | 70,293 | - | - |
| Show houses | 4,551 | 5,374 | - | - |
| Construction in progress | 118,585 | 82,387 | - | - |
| Total | 171,028 | 158,054 | - | - |

11 Available for sale investments

(in thousand Baht)

| <i>Available-for-sale investments</i> | Consolidated and separate financial statements | |
|---------------------------------------|--|-----------|
| | 2016 | 2015 |
| Equity securities available for sale | 6,586,035 | 5,515,594 |

Movements during the years of marketable equity securities for the year ended 31 December were as follows:

(in thousand Baht)

| Available-for-sale investments | Consolidated and separate financial statements | |
|--|--|------------------|
| | 2016 | 2015 |
| At 1 January | 5,515,594 | 5,710,162 |
| Purchases/additional investment | 64,164 | 65,790 |
| Reversal allowance for decline in value of investments | 52,682 | - |
| Reclassification of investment | - | 3,843 |
| Valuation adjustment | 953,595 | (264,201) |
| At 31 December | 6,586,035 | 5,515,594 |

12 Investments in associates

(in thousand Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|--|------|-----------------------------------|----------------|-------------------------------|----------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Associates | | | | | |
| At 1 January | | 412,614 | 325,228 | 407,559 | 361,330 |
| Share of net profits of associates | | 51,132 | 44,659 | - | - |
| Acquisitions additional investments | | 46,575 | 52,199 | 46,575 | 52,199 |
| Dividend income | | (11,400) | (11,120) | - | - |
| Reclassification of investment | 14 | 196,983 | - | 196,983 | - |
| Allowance for decline in value of investment | | - | - | (66,000) | (5,970) |
| Effect of movements in exchange rates | | (93) | 1,648 | - | - |
| At 31 December | | 695,811 | 412,614 | 585,117 | 407,559 |

During the year ended 31 December 2016 there were the following acquisitions and disposals of investments in equity accounted investees:

Acquisitions/additional investments

On 26 February 2016, the Company made an investment in Issara United Development Co., Ltd. of Baht 16.88 million (0.23 million shares, Baht 75 per share) which a such associate company called for additional paid-up of authorised share capital, bringing the Company's ownership remain the same.

On 4 April 2016, the Company made an additional investment in Shop Global (Thailand) Co., Ltd. of Baht 29.70 million (1.80 million shares, Baht 16.50 per share) which a such associate company called for additional paid-up of 16.50% of authorised share capital, bringing the Company's ownership remain the same.

Reclassification of investment

On 22 April 2016, the board of director meeting of the Company, the directors approved the acquisition of an additional of the common shares 0.40 million shares, in 10.50%, amounting of Baht 102.28 million of Thai Secom Security Co., Ltd. (Rename from Thai Secom Pitakkij Co., Ltd.) is incorporated in Thailand, its common shares amounting of Baht 378,933,800 (Separate to common share 3,788,572 shares and preferred share 766 shares at Baht 100 par value). On 17 May 2016, the Company made an additional investment in Thai Secom Security Co., Ltd., this result the shareholding increased from 15.00% to 25.50%, totalling amount of Baht 196.83 million and have represent in the board of director, that result the Company has significant influence over Thai Secom Security Co., Ltd. Thereby, ceased to be other investment and became an associated company.

Investments in associates as at 31 December 2016 and 2015, and dividend income from those investments for the years then ended, 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 | |
|---|--------------------|--------------------------|------------------------|-------|-----------------|---------|---------|---------|--------------------------|------|---------------|---------|---------|---------|-----------------|--------|
| | | | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Associates | | | | | | | | | | | | | | | | |
| Nanan Cambo Solution Co., Ltd. | Investing in | | | | | | | | | | | | | | | |
| | property | Cambodia | 49.00 | 49.00 | 12,960 | 12,960 | 6,475 | 6,475 | - | - | 6,475 | 6,475 | 6,826 | 6,876 | - | - |
| Canchana International Co., Ltd. | Trading | Cambodia | 40.00 | 40.00 | 16,202 | 16,202 | 6,475 | 6,475 | - | - | 6,475 | 6,475 | 14,631 | 11,955 | - | - |
| Boon Capital Holding Co., Ltd. | Investment | Thai | 32.00 | 32.00 | 270,000 | 270,000 | 86,400 | 86,400 | - | - | 86,400 | 86,400 | 86,231 | 86,229 | - | - |
| SHOP Global (Thailand) Co., Ltd. | TV Shopping | Thai | 30.00 | 30.00 | 600,000 | 501,000 | 180,000 | 150,300 | (66,000) | - | 114,000 | 150,300 | 57,169 | 59,723 | - | - |
| International Leather Fashion Co., Ltd. | Leather shoes | Thai | 28.00 | 28.00 | 50,000 | 50,000 | 21,728 | 21,728 | - | - | 21,728 | 21,728 | 39,607 | 40,460 | 1,400 | 1,120 |
| Thai Secom Security Co., Ltd. | Sales and lender | | | | | | | | | | | | | | | |
| | of burglar alarm | | | | | | | | | | | | | | | |
| | systems and | | | | | | | | | | | | | | | |
| | securities service | | | | | | | | | | | | | | | |
| | provider | Thai | 25.50 | - | 378,934 | - | 196,983 | - | - | - | 196,983 | - | 223,684 | - | - | - |
| Issara United Co., Ltd. | Property | | | | | | | | | | | | | | | |
| | Development | Thai | 25.00 | 25.00 | 80,000 | 80,000 | 20,000 | 20,000 | - | - | 20,000 | 20,000 | 130,419 | 83,678 | 10,000 | 10,000 |
| Worldclass Rent a Car Co., Ltd. | Rent Car | Thai | 25.00 | 25.00 | 380,000 | 380,000 | 93,682 | 93,682 | - | - | 93,682 | 93,682 | 100,354 | 102,222 | - | - |
| Issara United Development Co., Ltd. | Hotel | Thai | 25.00 | 25.00 | 157,500 | 90,000 | 39,374 | 22,499 | - | - | 39,374 | 22,499 | 36,890 | 21,471 | - | - |
| Net | | | | | | | 651,117 | 407,559 | (66,000) | - | 585,117 | 407,559 | 695,811 | 412,614 | 11,400 | 11,120 |

None of the Group's associates are publicly listed and consequently do not have published price quotations.

Immaterial associates

The Group also has interest in a number of individually immaterial associates.

The following is summarized financial information for the Group's interest in immaterial associates based on the amounts reported in the Group's consolidated financial statements:

(in thousand Baht)

| | Immaterial Associates | |
|---|-----------------------|---------|
| | 2016 | 2015 |
| Carrying amount of interests in immaterial associates | 629,811 | 412,614 |
| Group's share of Profit from continuing operations | 51,132 | 44,659 |

13 Investments in subsidiaries

(in thousand Baht)

| | Separate financial statements | |
|--------------------------------------|-------------------------------|----------------|
| | 2016 | 2015 |
| At 1 January | 141,525 | 90,956 |
| Acquisitions/additional investment | - | 80,101 |
| Increase in allowance for impairment | (85,734) | (29,532) |
| At 31 December | 55,791 | 141,525 |

No acquisition and disposal of investment in subsidiaries during the year ended 31 December 2016.

Investments in subsidiaries as at 31 December 2016 and 2015 and dividend income from those investments for the year then ended were as follows:

(in thousand Baht)

| | Type of business | Ownership interest(%) | | Paid-up capital | | Cost | | Impairment | | At cost - net | | Dividend income | |
|-----------------------|---|-----------------------|------|-----------------|---------|---------|---------|------------|----------|---------------|---------|-----------------|------|
| | | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| <i>Subsidiaries</i> | | | | | | | | | | | | | |
| WBRE Co., Ltd. | Property Development | 99.9 | 99.9 | 50,000 | 50,000 | 49,999 | 49,999 | - | - | 49,999 | 49,999 | - | - |
| Amis Du Monde SARL | Trading | 81.9 | 81.9 | 52,785 | 52,785 | 40,957 | 40,957 | (35,165) | - | 5,792 | 40,957 | - | - |
| Thai Itokin Co., Ltd. | Manufacturing and distributing apparels | 58.2 | 58.2 | 111,250 | 111,250 | 80,101 | 80,101 | (80,101) | (29,532) | - | 50,569 | - | - |
| Total | | | | | | 171,057 | 171,057 | (115,266) | (29,532) | 55,791 | 141,525 | - | - |

All subsidiaries were incorporated in Thailand, except Amis Du Monde SARL which was were incorporated operates in France.

In 2016, Amis Du Monde SARL has plan to dissolve. As a result, the Company had set up an allowance for impairment amounting to Baht 35 million.

Moreover, the Company has set up allowance for impairment of investment in Thai Itokin Co., Ltd. in full amount due to operation of the subsidiary's is under expectations, the Company undertook a re-assessment of the operation plan for the future operations, which accordingly led to a re-assessment of the recoverable amount of Thai Itokin Co., Ltd. as at 31 December 2016. In assessing whether this investment have been impaired, the recoverable amount was calculated based on value-in-used the measured value by discounted the future cash flows expected to be derived from continuing operations. Details are provided in note 17.

14 Other long-term investments

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| <i>Other long-term investments</i> | | | | |
| Other non-marketable equity securities | 2,079,456 | 2,133,340 | 2,073,156 | 2,132,251 |
| Other debt securities held to maturity | 20,000 | 20,000 | 20,000 | 20,000 |
| Total | 2,099,456 | 2,153,340 | 2,093,156 | 2,152,251 |
| Less allowance for impairment | (413,855) | (298,006) | (408,644) | (298,006) |
| Net | 1,685,601 | 1,855,334 | 1,684,512 | 1,854,245 |

Reclassification to associates

On 22 April 2016, the board of director meeting of the Company, approved the acquisition of an additional of the common shares of Thai Secom Security Co., Ltd. (Rename from Thai Secom Pitakkij Co., Ltd.) in 10.50%, this result the shareholding increased from 15.00% to 25.50%. Thereby, ceased to be other investment and became an associated company. Details of the acquisition are given in note 12.

15 Investment properties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Cost | | | | |
| At 1 January | 1,219,373 | 1,308,779 | 1,308,779 | 1,308,779 |
| Additions | 2,421 | - | 2,421 | - |
| Transfers to Property, plant and equipment | - | (89,406) | - | - |
| Disposals | (20,000) | - | (20,000) | - |
| At 31 December | 1,201,794 | 1,219,373 | 1,291,200 | 1,308,779 |
| Depreciation | | | | |
| At 1 January | (122,113) | (132,424) | (140,609) | (132,424) |
| Depreciation charge for the year | (7,170) | (8,185) | (8,483) | (8,185) |
| Transfers to Property, plant and equipment | - | 18,496 | - | - |
| Disposals | 17,660 | - | 17,660 | - |
| At 31 December | (111,623) | (122,113) | (131,432) | (140,609) |
| Impairment losses | | | | |
| At 1 January | (161,069) | (161,069) | (161,069) | (161,069) |
| Reversal of impairment losses | 50,329 | - | 50,329 | - |
| At 31 December | (110,740) | (161,069) | (110,740) | (161,069) |
| Net book value | | | | |
| At 1 January | 936,191 | 1,015,286 | 1,007,101 | 1,015,286 |
| At 31 December | 979,431 | 936,191 | 1,049,028 | 1,007,101 |

Investment properties of the Group and the Company were revalued as at 31 December 2016 by UK Valuation and Agency co., Ltd. which is the independent valuer, at open market values on an existing use basis. The appraised value was Baht 2,257 million and Baht 2,438 million, respectively. (2015: Baht 1,418 million and 1,553 million).

Measurement of fair value*Fair value hierarchy*

The fair value of investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the Group's investment property portfolio on regular basis.

The fair value measurement for investment property of Baht 2,257 million and Baht 2,438 million have been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Valuation technique and significant unobservable inputs

The valuation technique used in measuring the fair value of investment property by independent valuers were market comparison approach (based on multiples and prices from market transaction involving the sale of comparable assets) and replacement cost approach. For fair value of land, using Market comparison approach and for building and improvement which were specialised of alternative use and asset modifications building and improvement, using replacement cost.

An entity's current use of an asset is generally its highest and best use, which is physically possible takes into account the physical characteristics, location of a property of the asset that market participants would take into account when pricing the asset.

16 Property, plant and equipment

(in thousand Baht)

| | Consolidated financial statements | | | | | | |
|---|-----------------------------------|----------------------------|------------------|------------------------|-----------------|--|--------------------|
| | Land | Buildings and improvements | Office equipment | Furniture and fixtures | Vehicles | Assets under construction and installation | Total |
| Cost | | | | | | | |
| At 1 January 2015 | 1,798,213 | 738,932 | 755,962 | 972,377 | 78,474 | 42,783 | 4,386,741 |
| Additions | 31,304 | 16,412 | 155,821 | 40,244 | 2,681 | 13,266 | 259,728 |
| Acquisitions through business combinations | - | - | 63,537 | 13,932 | 5,578 | - | 83,047 |
| Transfers | - | 8,874 | 481 | 6,725 | - | (17,027) | (947) |
| Transfers from investment properties | 63,140 | 26,266 | - | - | - | - | 89,406 |
| Disposals | - | - | (4,581) | (23,248) | (7,671) | - | (35,500) |
| At 31 December 2015 and 1 January 2016 | 1,892,657 | 790,484 | 971,220 | 1,010,030 | 79,062 | 39,022 | 4,782,475 |
| Additions | 62,076 | 12,666 | 163,094 | 57,529 | 10,595 | 62,745 | 368,705 |
| Transfers | 10,076 | - | 13,921 | 36,605 | - | (61,309) | (707) |
| Transfers from investment properties | - | - | - | - | - | - | - |
| Disposals | - | - | (20,056) | (6,717) | (8,781) | - | (35,554) |
| At 31 December 2016 | 1,964,809 | 803,150 | 1,128,179 | 1,097,447 | 80,876 | 40,458 | 5,114,919 |
| Depreciation | | | | | | | |
| At 1 January 2015 | - | (536,817) | (625,707) | (710,909) | (56,206) | - | (1,929,639) |
| Depreciation charge for the year | - | (17,339) | (52,549) | (80,835) | (10,524) | - | (161,247) |
| Acquisitions through business combinations | - | - | (58,718) | (12,703) | (2,803) | - | (74,224) |
| Transfers from investment properties | - | (18,496) | - | - | - | - | (18,496) |
| Disposals | - | - | 4,014 | 16,455 | 3,738 | - | 24,207 |
| At 31 December 2015 and 1 January 2016 | - | (572,652) | (732,960) | (787,992) | (65,795) | - | (2,159,399) |
| Depreciation charge for the year | - | (15,122) | (74,077) | (80,138) | (9,494) | - | (178,831) |
| Transfers from investment properties | - | (1,313) | - | - | (548) | - | (1,861) |
| Disposals | - | - | 20,036 | 6,699 | 8,781 | - | 35,516 |
| At 31 December 2016 | - | (589,087) | (787,001) | (861,431) | (67,056) | - | (2,304,575) |
| Net book value - owned assets | | | | | | | |
| At 1 January 2015 | 1,798,213 | 202,115 | 130,255 | 261,468 | 22,268 | 42,783 | 2,457,102 |
| At 31 December 2015 and 1 January 2016 | 1,892,657 | 217,832 | 238,260 | 222,038 | 13,267 | 39,022 | 2,623,076 |
| At 31 December 2016 | 1,964,809 | 214,063 | 341,178 | 236,016 | 13,820 | 40,458 | 2,810,344 |

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2016 amounted to Baht 1,808 million (2015: Baht 1,763 million).

(in thousand Baht)

| | Separate financial statements | | | | | | |
|---|-------------------------------|----------------------------|------------------|------------------------|-----------------|--|--------------------|
| | Land | Buildings and improvements | Office equipment | Furniture and fixtures | Vehicles | Assets under construction and installation | Total |
| Cost | | | | | | | |
| At 1 January 2015 | 1,798,213 | 738,932 | 746,131 | 972,377 | 78,474 | 42,783 | 4,376,910 |
| Additions | 31,304 | 16,412 | 155,382 | 40,244 | 2,681 | 13,266 | 259,289 |
| Transfers | - | 8,874 | 481 | 6,725 | - | (17,027) | (947) |
| Disposals | - | - | (4,566) | (23,213) | (7,671) | - | (35,450) |
| At 31 December 2015 and 1 January 2016 | 1,829,517 | 764,218 | 897,428 | 996,133 | 73,484 | 39,022 | 4,599,802 |
| Additions | 62,076 | 12,328 | 160,971 | 56,080 | 9,211 | 62,745 | 363,411 |
| Transfers | 10,076 | - | 13,921 | 36,605 | - | (61,309) | (707) |
| Disposals | - | - | (8,236) | (35) | (7,783) | - | (16,054) |
| At 31 December 2016 | 1,901,669 | 776,546 | 1,064,084 | 1,088,783 | 74,912 | 40,458 | 4,946,452 |
| Depreciation | | | | | | | |
| At 1 January 2015 | - | (536,817) | (623,657) | (710,909) | (56,206) | - | (1,927,589) |
| Depreciation charge for the year | - | (17,339) | (49,622) | (80,583) | (10,369) | - | (157,913) |
| Transfers | - | - | 67 | - | - | - | 67 |
| Disposals | - | - | 3,931 | 16,420 | 3,738 | - | 24,089 |
| At 31 December 2015 and 1 January 2016 | - | (554,156) | (669,281) | (775,072) | (62,837) | - | (2,061,346) |
| Depreciation charge for the year | - | (15,108) | (72,662) | (77,236) | (9,001) | - | (174,007) |
| Disposals | - | - | 8,221 | 35 | 7,783 | - | 16,039 |
| At 31 December 2016 | - | (569,264) | (733,722) | (852,273) | (64,055) | - | (2,219,314) |
| Net book value-owned assets | | | | | | | |
| At 1 January 2015 | 1,798,213 | 202,115 | 122,474 | 261,468 | 22,268 | 42,783 | 2,449,321 |
| At 31 December 2015 and 1 January 2016 | 1,829,517 | 210,062 | 228,147 | 221,061 | 10,647 | 39,022 | 2,538,456 |
| At 31 December 2016 | 1,901,669 | 207,282 | 330,362 | 236,510 | 10,857 | 40,458 | 2,727,138 |

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at 31 December 2016 amounted to Baht 1,758 million (2015: Baht 1,698 million).

17 Goodwill

(in thousand Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|--|------|-----------------------------------|---------------|-------------------------------|----------|
| | | 2016 | 2015 | 2016 | 2015 |
| Cost | | | | | |
| At 1 January | | 66,410 | - | - | - |
| Acquired through business combinations | 4 | - | 66,410 | - | - |
| At 31 December | | 66,410 | 66,410 | - | - |
| Impairment losses | | | | | |
| At 1 January | | - | - | - | - |
| Impairment loss | | (66,410) | - | - | - |
| At 31 December | | (66,410) | - | - | - |
| Net book value | | | | | |
| At 1 January | | 66,410 | - | - | - |
| At 31 December | | - | 66,410 | - | - |

During the year 2015, the Group acquired the additional ordinary shares of Thai Itokin Co.,Ltd. that resulted in the Group obtaining a controlling interest which is accounted for as a step acquisition resulting in the recording of goodwill in the consolidated financial position as at 31 December 2015 of Baht 66.41 million.

Impairment testing for cash generating units containing goodwill

For the purposes of impairment testing, goodwill has been allocated to the Group's Cash generating units (operating divisions) as follows.

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-----------------------|-----------------------------------|--------|-------------------------------|------|
| | 2016 | 2015 | 2016 | 2015 |
| Cash generating units | 66,410 | 66,410 | - | - |

Cash generating units

The recoverable amount of this cash generating units was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of Thai Itokin Co., Ltd. amounting to Baht 66.41 million. The fair value measurement was categorized as a Level 3 fair value based on the inputs in the valuation technique used (see note 2(d)(ii)). The carrying amount of the Cash generating units was determined to be higher than its recoverable amount and an impairment loss of Baht 66.41 million was recognized in administrative expense in 2016 (2015: nil).

The key assumptions used in the estimation of the recoverable amount are set out below.

(%)

| | Consolidated financial statements | |
|----------------------------|-----------------------------------|-----------|
| | 2016 | 2015 |
| Discount rate | 13.45 | 12.36 |
| Terminal value growth rate | 5.0 - 7.0 | 5.0 - 9.0 |
| Budgeted EBIT growth rate | (1.2) - (0.1) | 5.5 - 6.0 |

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

The discount rate was a pre-tax measure based on MLR interest rate of 4 financial institutions in Thailand and the rate of 30-year government bonds issued by the government in the relevant market and in the same currency as the cash flows, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific cash generating unit.

Five years of cash flows were included in the discounted cash flow model. The terminal growth rate was determined based on average revenue growth over the past 2 years and gradually declining until the 5-year. Budgeted EBIT was based on expectations of future outcomes taking into account past experience, adjusted for anticipated revenue growth. Expenditure was also based on expectations of future outcomes taking into account past experience, and the variation was determined unequally based on the type of the expenditure

18 Other non-current assets

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|------------------------------|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Intangible assets | 23,890 | 23,535 | 14,375 | 13,360 |
| Leasehold | 23,223 | 27,932 | 23,223 | 27,932 |
| Deposits and guarantees | 177,295 | 166,338 | 176,797 | 165,941 |
| Loan to employees and others | 1,392 | 2,999 | 1,392 | 2,999 |
| Other | 22,544 | 40,223 | 15,745 | 32,890 |
| Total | 248,344 | 261,027 | 231,532 | 243,122 |

Intangible assets

(in thousand Baht)

| | Consolidated financial statements | | | | |
|---|-----------------------------------|----------------------------------|----------------------|-------------------------------|-----------------|
| | Trademarks | License data base of customer | Software Licenses | Software under development | Total |
| Cost | | | | | |
| At 1 January 2015 | 23,862 | 7,845 | - | 1,409 | 33,116 |
| Additions | 216 | - | 3,764 | 2,226 | 6,206 |
| Acquisition through business combination | 7,821 | 110 | 5,519 | - | 13,450 |
| Transfers | - | - | 1,210 | (263) | 947 |
| At 31 December 2015 and 1 January 2016 | 31,899 | 7,955 | 10,493 | 3,372 | 53,719 |
| Additions | 616 | - | 1,717 | 345 | 2,678 |
| Transfers | - | - | 707 | - | 707 |
| At 31 December 2016 | 32,515 | 7,955 | 12,917 | 3,717 | 57,104 |
| Amortisation | | | | | |
| At 1 January 2015 | (20,741) | (3,463) | - | - | (24,204) |
| Amortisation for the year | (1,243) | (786) | (298) | - | (2,327) |
| Acquisitions through | - | - | (3,586) | - | (3,586) |
| Transfers | - | - | (67) | - | (67) |
| At 31 December 2015 and 1 January 2016 | (21,984) | (4,249) | (3,951) | - | (30,184) |
| Amortisation for the year | (809) | (787) | (1,434) | - | (3,030) |
| At 31 December 2016 | (22,793) | (5,036) | (5,385) | - | (33,214) |
| Net book value | | | | | |
| At 1 January 2015 | 3,121 | 4,382 | - | 1,409 | 8,912 |
| At 31 December 2015 and 1 January 2016 | 9,915 | 3,706 | 6,542 | 3,372 | 23,535 |
| At 31 December 2016 | 9,722 | 2,919 | 7,532 | 3,717 | 23,890 |

Intangible assets

(in thousand Baht)

| | Separate financial statements | | | | |
|--|-------------------------------|----------------------------------|----------------------|-------------------------------|----------|
| | Trademarks | License data base of customer | Software Licenses | Software under development | Total |
| Cost | | | | | |
| At 1 January 2015 | 22,966 | 7,845 | - | 1,409 | 32,220 |
| Additions | - | - | 3,757 | 2,226 | 5,983 |
| Transfers | - | - | 1,210 | (263) | 947 |
| At 31 December 2015 and 1 January 2016 | 22,966 | 7,845 | 4,967 | 3,372 | 39,150 |
| Additions | 617 | - | 1,710 | - | 2,327 |
| Transfers | - | - | 707 | - | 707 |
| At 31 December 2016 | 23,583 | 7,845 | 7,384 | 3,372 | 42,184 |
| Amortisation | | | | | |
| At 1 January 2015 | (20,515) | (3,463) | - | - | (23,978) |
| Amortisation for the year | (797) | (784) | (164) | - | (1,745) |
| Transfers | - | - | (67) | - | (67) |
| At 31 December 2015 and 1 January 2016 | (21,312) | (4,247) | (231) | - | (25,790) |
| Amortisation for the year | (809) | (788) | (422) | - | (2,019) |
| At 31 December 2016 | (22,121) | (5,035) | (653) | - | (27,809) |
| Net book value | | | | | |
| At 1 January 2015 | 2,451 | 4,382 | - | 1,409 | 8,242 |
| At 31 December 2015 and 1 January 2016 | 1,654 | 3,598 | 4,736 | 3,372 | 13,360 |
| At 31 December 2016 | 1,462 | 2,810 | 6,731 | 3,372 | 14,375 |

Leasehold

(in thousand Baht)

| | Consolidated and separate financial statements | | | |
|--|--|----------|---------------------------------------|-----------|
| | Land | Building | Building space in the shopping center | Total |
| Cost | | | | |
| At 1 January 2015 | 17,397 | 37,108 | 117,470 | 171,975 |
| Additions | - | - | - | - |
| At 31 December 2015 and 1 January 2016 | 17,397 | 37,108 | 117,470 | 171,975 |
| Additions | - | - | - | - |
| At 31 December 2016 | 17,397 | 37,108 | 117,470 | 171,975 |
| Amortisation | | | | |
| At 1 January 2015 | (16,452) | (29,909) | (92,918) | (139,279) |
| Amortisation for the year | (219) | (1,304) | (3,241) | (4,764) |
| At 31 December 2015 and 1 January 2016 | (16,671) | (31,213) | (96,159) | (144,043) |
| Amortisation for the year | (232) | (1,306) | (3,171) | (4,709) |
| At 31 December 2016 | (16,903) | (32,519) | (99,330) | (148,752) |
| Net book value | | | | |
| At 1 January 2015 | 945 | 7,199 | 24,552 | 32,696 |
| At 31 December 2015 and 1 January 2016 | 726 | 5,895 | 21,311 | 27,932 |
| At 31 December 2016 | 494 | 4,589 | 18,140 | 23,223 |

19 Deferred tax

Deferred tax assets and liabilities as at 31 December were as follows:

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--------------------------|-----------------------------------|-----------------|-------------------------------|-----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Deferred tax assets | 727,111 | 736,933 | 727,111 | 736,933 |
| Deferred tax liabilities | (959,516) | (767,652) | (957,135) | (765,271) |
| Net | (232,405) | (30,719) | (230,024) | (28,338) |

Movements in total deferred tax assets and liabilities during the year were as follows:

(in thousand Baht)

| | Consolidated financial statements (Charged) / Credited to: | | | | |
|------------------------------------|---|----------------|----------------------------|----------|---------------------|
| | At 1 January 2016 | Profit or loss | Other comprehensive income | Equity | At 31 December 2016 |
| Deferred tax assets | | | | | |
| Accounts receivable | 5,940 | 3,306 | - | - | 9,246 |
| Inventories | 5,543 | 10,593 | - | - | 16,136 |
| Gross profit for consignment goods | 485,974 | (17,509) | - | - | 468,465 |
| Other long-term investments | 73,536 | 12,718 | - | - | 86,254 |
| Investment properties | 32,214 | (10,066) | - | - | 22,148 |
| Property, plant and equipment | 44,350 | (18,153) | - | - | 26,197 |
| Employee benefit obligation | 89,376 | 9,289 | - | - | 98,665 |
| Total | 736,933 | (9,822) | - | - | 727,111 |

(in thousand Baht)

| | Consolidated financial statements (Charged) / Credited to: | | | | |
|---------------------------------|---|-------------------|------------------------------------|----------|---------------------------|
| | At 1 January 2016 | Profit or loss | Other comprehen- sive income | Equity | At 31 December 2016 |
| Deferred tax liabilities | | | | | |
| Marketable securities | (759,620) | - | (190,719) | - | (950,339) |
| Property, plant and equipment | (6,199) | (1,145) | - | - | (7,344) |
| Intangible assets | (1,833) | - | - | - | (1,833) |
| Total | (767,652) | (1,145) | (190,719) | - | (959,516) |
| Net | (30,719) | (10,967) | (190,719) | - | (232,405) |

(in thousand Baht)

| | Separate financial statements (Charged) / Credited to: | | | | |
|------------------------------------|---|-------------------|------------------------------------|----------|---------------------------|
| | At 1 January 2016 | Profit or loss | Other comprehen- sive income | Equity | At 31 December 2016 |
| Deferred tax assets | | | | | |
| Accounts receivable | 5,940 | 3,306 | - | - | 9,246 |
| Inventories | 5,543 | 10,593 | - | - | 16,136 |
| Gross profit for consignment goods | 485,974 | (17,509) | - | - | 468,465 |
| Other long-term investments | 73,536 | 12,718 | - | - | 86,254 |
| Investment properties | 32,214 | (10,066) | - | - | 22,148 |
| Property, plant and equipment | 44,350 | (18,153) | - | - | 26,197 |
| Employee benefit obligation | 89,376 | 9,289 | - | - | 98,665 |
| Total | 736,933 | (9,822) | - | - | 727,111 |

(in thousand Baht)

| | Separate financial statements (Charged) / Credited to: | | | | |
|---------------------------------|---|-------------------|------------------------------------|----------|---------------------------|
| | At 1 January 2016 | Profit or loss | Other comprehen- sive income | Equity | At 31 December 2016 |
| Deferred tax liabilities | | | | | |
| Marketable securities | (759,620) | - | (190,719) | - | (950,339) |
| Property, plant and equipment | (5,651) | (1,145) | - | - | (6,796) |
| Total | (765,271) | (1,145) | (190,719) | - | (957,135) |
| Net | (28,338) | (10,967) | (190,719) | - | (230,024) |

(in thousand Baht)

| | Consolidated financial statements (Charged) / Credited to: | | | | | |
|------------------------------------|---|-------------------|----------------------------------|----------|--|---------------------------|
| | At 1 January 2015 | Profit or loss | Other comprehensive income | Equity | Acquired in business combination | At 31 December 2015 |
| Deferred tax assets | | | | | | |
| Accounts receivable | 5,194 | 746 | - | - | - | 5,940 |
| Inventories | 5,633 | (90) | - | - | - | 5,543 |
| Gross profit for consignment goods | 475,722 | 10,252 | - | - | - | 485,974 |
| Other long-term investments | 72,443 | 1,093 | - | - | - | 73,536 |
| Investment properties | 32,214 | - | - | - | - | 32,214 |
| Property, plant and equipment | 62,504 | (18,154) | - | - | - | 44,350 |
| Employee benefit obligation | 104,951 | 3,701 | (19,276) | - | - | 89,376 |
| Total | 758,661 | (2,452) | (19,276) | - | - | 736,933 |

(in thousand Baht)

| | Consolidated financial statements (Charged) / Credited to: | | | | | |
|---------------------------------|---|-------------------|----------------------------------|----------|--|---------------------------|
| | At 1 January 2015 | Profit or loss | Other comprehensive income | Equity | Acquired in business combination | At 31 December 2015 |
| Deferred tax liabilities | | | | | | |
| Marketable securities | (812,460) | - | 52,840 | - | - | (759,620) |
| Property, plant and equipment | (4,506) | (1,145) | - | - | (548) | (6,199) |
| Intangible assets | - | - | - | - | (1,833) | (1,833) |
| Total | (816,966) | (1,145) | 52,840 | - | (2,381) | (767,652) |
| Net | (58,305) | (3,597) | 33,564 | - | (2,381) | (30,719) |

(in thousand Baht)

| | Separate financial statements (Charged) / Credited to: | | | | | |
|------------------------------------|---|-------------------|------------------------------------|----------|----------|---------------------------|
| | At 1 January 2015 | Profit or loss | Other comprehen- sive income | Equity | | At 31 December 2015 |
| Deferred tax assets | | | | | | |
| Accounts receivable | 5,194 | 746 | - | - | - | 5,940 |
| Inventories | 5,633 | (90) | - | - | - | 5,543 |
| Gross profit for consignment goods | 475,722 | 10,252 | - | - | - | 485,974 |
| Other long-term investments | 72,443 | 1,093 | - | - | - | 73,536 |
| Investment properties | 32,214 | - | - | - | - | 32,214 |
| Property, plant and equipment | 62,504 | (18,154) | - | - | - | 44,350 |
| Employee benefit obligation | 104,951 | 3,701 | (19,276) | - | - | 89,376 |
| Total | 758,661 | (2,452) | (19,276) | - | - | 736,933 |

(in thousand Baht)

| | Separate financial statements (Charged) / Credited to: | | | | |
|---------------------------------|---|-------------------|------------------------------------|----------|---------------------------|
| | At 1 January 2015 | Profit or loss | Other comprehen- sive income | Equity | At 31 December 2015 |
| Deferred tax liabilities | | | | | |
| Marketable securities | (812,460) | - | 52,840 | - | (759,620) |
| Property, plant and equipment | (4,506) | (1,145) | - | - | (5,651) |
| Total Total | (816,966) | (1,145) | 52,840 | - | (765,271) |
| Net | (58,305) | (3,597) | 33,564 | - | (28,338) |

In 2016, the Group's subsidiaries, Thai Itokin Co., Ltd., incurred a tax loss of Baht 6 million, increasing cumulative tax losses to Baht 57.58 million (2015: Baht 51.58 million). Deferred tax assets have not been recognised in respect of these items because Management has determined that the recoverability of cumulative tax losses, which expire in 2019-2021 is not probable that future taxable profit will be available against which Thai Itokin Co., Ltd. can utilise the benefits therefrom.

20 Interest-bearing liabilities

As at 31 December 2016, the Group had unsecured short-term loan with a financial institution in amounting to Baht 10 million (2015: Baht 30 million) and had short-term loan with related party in amounting to Baht 10 million (2015: nil). This loan bears interest rate of MLR-0.25% and 4.00% per annum (2015: MLR-0.50 per annum). This loan is repayable when maturity and at call. Interest-bearing liabilities of the Group as at 31 December 2016 was denominated entirely in Thai Baht.

21 Trade accounts payable

(in thousand Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|-----------------|------|-----------------------------------|------------------|-------------------------------|------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Related parties | 5 | 1,169,579 | 1,068,118 | 1,180,519 | 1,075,661 |
| Other parties | | 158,765 | 120,601 | 104,884 | 86,779 |
| Total | | 1,328,344 | 1,188,719 | 1,285,403 | 1,162,440 |

The currency denomination of trade accounts payable as at 31 December was as follows:

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-----------------------------|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Thai Baht (THB) | 1,260,720 | 1,134,882 | 1,221,469 | 1,112,029 |
| United States Dollars (USD) | 62,387 | 49,350 | 62,387 | 49,350 |
| Japanese Yen (JPY) | 1,547 | 1,061 | 1,547 | 1,061 |
| Euro (EUR) | 3,690 | 3,426 | - | - |
| Total | 1,328,344 | 1,188,719 | 1,285,403 | 1,162,440 |

22 Employee benefit obligations

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------|-------------------------------|----------|
| | 2016 | 2015 | 2016 | 2015 |
| Statement of financial position for: | | | | |
| Defined benefit obligations | 532,586 | 482,043 | 493,324 | 446,879 |
| For the year ended 31 December | | | | |
| Statement of comprehensive income: | | | | |
| Recognised in profit or loss: | | | | |
| Defined benefit obligations | 50,543 | 19,116 | 46,445 | 18,506 |
| Recognised in other comprehensive income | | | | |
| Actuarial gain recognised in the year | - | (96,380) | - | (96,380) |

Defined benefit plan

The Group 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.

The defined benefit plans expose the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

Movement in the present value of the defined benefit obligations

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Defined benefit obligations at 1 January | 482,043 | 524,754 | 446,879 | 524,754 |
| Acquisition through business combination | - | 34,553 | - | - |
| Include in profit or loss: | | | | |
| Current service costs | 54,401 | 50,981 | 50,843 | 49,701 |
| Past service credit | - | (3,938) | - | (3,938) |
| Interest on obligation | 13,084 | 10,608 | 12,215 | 10,347 |
| Included in other comprehensive income | | | | |
| Actuarial gain | - | (96,380) | - | (96,380) |
| Others | | | | |
| Benefits paid by the plan | (16,942) | (38,535) | (16,613) | (37,605) |
| Defined benefit obligations at 31 December | 532,586 | 482,043 | 493,324 | 446,879 |

Actuarial gains recognised in other comprehensive income arising from:

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-------------------------|-----------------------------------|---------------|-------------------------------|---------------|
| | 2016 | 2015 | 2016 | 2015 |
| Demographic assumptions | - | 6,395 | - | 6,395 |
| Financial assumptions | - | (27,986) | - | (27,986) |
| Experience adjustment | - | 117,971 | - | 117,971 |
| Total | - | 96,380 | - | 96,380 |

Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

(%)

| | Consolidated financial statements | | Separate financial statements | |
|-------------------------|-----------------------------------|-------------|-------------------------------|-------------|
| | 2016 | 2015 | 2016 | 2015 |
| Discount rate | 2.49 - 2.65 | 2.49 - 2.65 | 2.65 | 2.65 |
| Future salary increases | 2.00 - 7.00 | 2.00 - 7.00 | 3.00 - 7.00 | 3.00 - 7.00 |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2016, the weighted-average duration of the defined benefit obligation was 7.11-7.70 years (2015: 7.11-7.70 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(in thousand Baht)

| Defined benefit obligation 31 December 2016 | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------|-------------------------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | (31,135) | 35,032 | (29,119) | 32,792 |
| Future salary growth (1% movement) | 34,421 | (31,171) | 32,118 | (29,064) |
| Average age (1year movement) | 1,347 | (1,342) | 1,255 | (1,250) |
| Turnover rate (1% movement) | (33,237) | 20,424 | (31,070) | 19,240 |

(in thousand Baht)

| Defined benefit obligation 31 December 2015 | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------|-------------------------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | (29,519) | 33,191 | (27,455) | 30,902 |
| Future salary growth (1% movement) | 32,599 | (29,543) | 30,234 | (27,373) |
| Average age (1year movement) | 1,282 | (1,277) | 1,188 | (1,183) |
| Turnover rate (1% movement) | (31,621) | 19,339 | (29,403) | 18,141 |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

23 Share capital

(thousand shares / thousand Baht)

| | Par value per share (in Baht) | 2016 | | 2015 | |
|---------------------------|-------------------------------------|---------|---------|---------|---------|
| | | 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.

24 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.

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.

Movements in reserves

Movements in reserves are shown in the statements of changes in equity.

25 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 | |
|---|------------------------------------|-------|-----------------|-------|---------------|-------|---------------------------|-------|--------|-------|--------|--------|--------------------------------------|------|---------|--------|
| | 2559 | 2558 | 2559 | 2558 | 2559 | 2558 | 2559 | 2558 | 2559 | 2558 | 2559 | 2558 | | | | |
| Revenue from sale of goods | 1,300 | 1,296 | 4,488 | 4,175 | 3,368 | 3,236 | 9,156 | 8,707 | 3,587 | 3,682 | 12,743 | 12,389 | (128) | (46) | 12,615 | 12,343 |
| Segment operating profit | 172 | 186 | 621 | 466 | 380 | 306 | 1,173 | 958 | 76 | 147 | 1,249 | 1,105 | 3 | (10) | 1,252 | 1,095 |
| Other income | | | | | | | | | | | | | | | 799 | 537 |
| Unallocated expenses | | | | | | | | | | | | | | | (1,071) | (869) |
| Share of profit of equity-accounted investees | | | | | | | | | | | | | | | 51 | 45 |
| Profit before tax | | | | | | | | | | | | | | | 1,031 | 808 |

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.

26 Selling expenses

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--------------|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Distribution | 1,258,065 | 1,360,344 | 1,252,135 | 1,358,359 |
| Personnel | 1,251,901 | 1,246,735 | 1,249,351 | 1,242,303 |
| Marketing | 382,377 | 422,812 | 381,976 | 422,481 |
| Total | 2,892,343 | 3,029,891 | 2,883,462 | 3,023,143 |

27 Administrative expenses

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|-------------------|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Personnel | 981,793 | 881,615 | 934,387 | 869,657 |
| Office management | 708,210 | 562,541 | 786,974 | 558,747 |
| Total | 1,690,003 | 1,444,156 | 1,721,361 | 1,428,404 |

28 Employee benefit expense

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|------------------|-------------------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 |
| Wages and salaries | 2,076,032 | 1,945,500 | 1,973,608 | 1,912,094 |
| Pension costs - defined benefit plans | 50,543 | 19,116 | 46,445 | 18,506 |
| Pension costs - defined contribution plans | 26,669 | 23,278 | 25,106 | 22,937 |
| Others | 102,913 | 121,911 | 103,082 | 116,389 |
| Total | 2,256,157 | 2,109,805 | 2,148,241 | 2,069,926 |

Defined benefit plans

Details of the defined benefit plans are given in note 21.

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.

29 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 | |
|--|------------|-----------------------------------|-------------------|-------------------------------|-------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Purchase of finished goods | | 7,484,028 | 7,492,028 | 7,586,569 | 7,530,388 |
| Changes in inventories of finished goods | | 181,249 | 87,419 | 126,021 | 75,751 |
| Personal expenses | 28 | 2,256,179 | 2,109,805 | 2,148,241 | 2,069,926 |
| Advertising costs and promotional expenses | | 881,068 | 1,035,295 | 881,171 | 1,034,989 |
| Rental and service expenses | | 397,358 | 405,704 | 393,704 | 407,582 |
| Depreciation and amortisation expenses | 15, 16, 18 | 195,601 | 175,755 | 189,219 | 172,606 |
| Transportation expenses | | 134,202 | 130,181 | 134,078 | 130,067 |
| Royalty fee | | 127,802 | 122,029 | 127,032 | 123,595 |
| Others | | 775,857 | 556,739 | 731,378 | 512,782 |
| Total | | 12,433,344 | 12,114,955 | 12,317,413 | 12,057,686 |

30 Income tax expense*Income tax recognised in profit or loss*

(in thousand Baht)

| | Note | Consolidated financial statements | | Separate financial statements | |
|------------------------------------|------|-----------------------------------|----------------|-------------------------------|----------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Current tax expense | | | | | |
| Current year | | 83,169 | 77,838 | 83,169 | 77,838 |
| Adjustment for prior years | | 359 | 24,022 | 359 | 24,022 |
| | | 83,528 | 101,860 | 83,528 | 101,860 |
| Deferred tax expense | | | | | |
| Movements in temporary differences | 19 | 10,967 | 3,597 | 10,967 | 3,597 |
| | | 94,495 | 105,457 | 94,495 | 105,457 |

Income tax recognised in other comprehensive income

(in thousand Baht)

| | Consolidated and separate financial statements | | | | | |
|-------------------------------------|--|-----------------------|----------------|------------------|-----------------------|------------------|
| | 2016 | | | 2015 | | |
| | Before tax | Tax (expense) benefit | Net of tax | Before tax | Tax (expense) benefit | Net of tax |
| Available-for-sale financial assets | 953,595 | (190,719) | 762,876 | (264,201) | 52,840 | (211,631) |
| Actuarial gains | - | - | - | 96,380 | (19,276) | 77,104 |
| Total | 953,595 | (190,719) | 762,876 | (167,821) | 33,564 | (134,527) |

Reconciliation of effective tax rate

| | Consolidated financial statements | | | |
|--|-----------------------------------|-------------------|-----------|-------------------|
| | 2016 | | 2015 | |
| | Rate (%) | (in million Baht) | Rate (%) | (in million Baht) |
| Profit before income tax expense | | 1,031 | | 808 |
| Income tax using the Thai corporation tax rate | 20 | 206 | 20 | 162 |
| Difference in effective tax rate of investment in associates | | (10) | | 9 |
| Income not subject to tax | | (107) | | (78) |
| Difference in tax and accounting treatment of income and expense | | 5 | | (12) |
| Adjustment for prior years | | - | | 24 |
| Total | 9 | 94 | 13 | 105 |

| | Separate financial statements | | | |
|--|-------------------------------|-------------------|-----------|-------------------|
| | 2016 | | 2015 | |
| | Rate (%) | (in million Baht) | Rate (%) | (in million Baht) |
| Profit before income tax expense | | 920 | | 784 |
| Income tax using the Thai corporation tax rate | 20 | 184 | 20 | 157 |
| Income not subject to tax | | (107) | | (78) |
| Difference in tax and accounting treatment of income and expense | | 17 | | 2 |
| Adjustment for prior years | | - | | 24 |
| Total | 10 | 94 | 13 | 105 |

Income tax reduction

Revenue Code Amendment Act No. 42 B.E. 2559 dated 3 March 2016 grants a reduction of the corporate income tax rate to 20% of net taxable profit for accounting periods which begin on or after 1 January 2016.

31 Earnings per share*Basic earnings per share*

The calculations of basic earnings per share for the years ended 31 December 2016 and 2015 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 | | Separate financial statements | |
|---|-----------------------------------|---------|-------------------------------|---------|
| | 2016 | 2015 | 2016 | 2015 |
| Profit attributable to ordinary shareholders of the Company | 936,278 | 703,195 | 825,998 | 678,418 |
| Number of ordinary shares outstanding | 290,634 | 290,634 | 290,634 | 290,634 |
| Basic earnings per share (in Baht) | 3.22 | 2.42 | 2.84 | 2.33 |

32 Dividends

At the annual general meeting of the shareholders of the Company held on 25 April 2016, the shareholders approved the appropriation of dividend of Baht 1.05 per share, amounting to Baht 305.17 million and general reserve 10% of income for the year 2015, amounting to Baht 67.84 million. The dividend was paid on 24 May 2016.

At the annual general meeting of the shareholders of the Company held on 27 April 2015, the shareholders approved the appropriation of dividend 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 was paid on 26 May 2015.

33 Financial instruments***Financial risk management policies***

The Group 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 Group does not hold or issue immaterial derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Group. The Group 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 Group'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 Group's financial data mostly bear the interest rate adjusted according to the market interest rate.

Foreign currency risk

Due to the small number of foreign trade debtors and creditors, the Group then has entered into a few short-term maturity of 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 2016 and 2015, the Company has reserved for doubtful accounts amounting to Baht 46.3 million and Baht 29.8 million equivalent to 2.9% and 1.7% 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 Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Carrying amount and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(in thousand Baht)

| | Carrying amount | Consolidated and separate financial statements | | | |
|--------------------------------------|-----------------|--|---------|---------|-----------|
| | | Fair value | | | |
| | | Level 1 | Level 2 | Level 3 | Total |
| 31 December 2016 Non-current | | | | | |
| Equity securities available for sale | 6,586,035 | 6,586,035 | - | - | 6,586,035 |
| Debt securities held to maturity | 20,000 | - | 21,412 | - | 21,412 |

(in thousand Baht)

| | Carrying amount | Consolidated and separate financial statements | | | |
|--------------------------------------|-----------------|--|---------|---------|-----------|
| | | Fair value | | | |
| | | Level 1 | Level 2 | Level 3 | Total |
| 31 December 2015 Non-current | | | | | |
| Equity securities available for sale | 5,514,594 | 5,514,594 | - | - | 5,514,594 |
| Debt securities held to maturity | 20,000 | - | 21,853 | - | 21,853 |

Measurement of fair values**Valuation techniques and significant unobservable inputs**

The following tables show the valuation techniques and the significant unobservable inputs used in measuring Level 2.

Financial instruments measured at fair value

| Type | Valuation technique | Significant unobservable inputs | Inter-relationship between significant unobservable inputs and fair value measurement |
|----------------------------------|--|---------------------------------|---|
| Debt securities held-to-maturity | Market comparison technique: The fair values are based on broker quotes. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments. | Not applicable | Not applicable |

34 Commitments with non-related parties

(in thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------|-------------------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Non-cancellable operating lease commitments | | | | |
| Within one year | 42,630 | 44,324 | 42,630 | 43,371 |
| After one year but within five years | 32,574 | 30,627 | 32,574 | 30,627 |
| After five years | 6,328 | 8,858 | 6,328 | 8,858 |
| Total | 81,532 | 83,809 | 81,532 | 82,856 |
| Other commitments | | | | |
| Unused letters of credit for goods | 248,000 | 278,000 | 223,000 | 253,000 |
| Bank guarantees | 14,125 | 12,988 | 3,667 | 3,708 |
| Development and construction agreements | 329 | 30,352 | - | - |
| Co-invest contract | 5,000 | 5,000 | 5,000 | 5,000 |
| Services and consulting agreements | 775 | 1,140 | 550 | - |
| Total | 268,229 | 327,480 | 232,217 | 261,708 |

35 Events after the reporting period

At the Board of directors' meeting of the Company held on 13 January 2017, approved a guarantee for the credit facilities with financial institution to a related company amounting to Baht 76 million.

At the Board of directors' meeting of the Company held on 24 February 2017, approved the appropriation of dividend from the income for the year 2016 of Baht 1.15 per share, amounting to Baht 334.23 million and general reserve 10% of income for the year 2016, amounting to Baht 82.60 million. The dividend will be paid to shareholders during the year 2017.

36 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 2017, are set out below. The Group does not plan to adopt these TFRS early.

| TFRS | Topic |
|-----------------------|---|
| TAS 1 (revised 2016) | Presentation of Financial Statements |
| TAS 2 (revised 2016) | Inventories |
| TAS 7 (revised 2016) | Statement of Cash Flows |
| TAS 8 (revised 2016) | Accounting Policies, Changes in Accounting Estimates and Errors |
| TAS 10 (revised 2016) | Events After the Reporting Period |
| TAS 11 (revised 2016) | Construction Contracts |
| TAS 12 (revised 2016) | Income Taxes |
| TAS 16 (revised 2016) | Property, Plant and Equipment |
| TAS 17 (revised 2016) | Leases |
| TAS 18 (revised 2016) | Revenue |
| TAS 19 (revised 2016) | Employee Benefits |

| TFRS | Topic |
|-----------------------------|--|
| TAS 21 (revised 2016) | The Effects of Changes in Foreign Exchange Rates |
| TAS 23 (revised 2016) | Borrowing Costs |
| TAS 24 (revised 2016) | Related Party Disclosures |
| TAS 26 (revised 2016) | Accounting and Reporting by Retirement Benefit Plans |
| TAS 27 (revised 2016) | Separate Financial Statements |
| TAS 28 (revised 2016) | Investments in Associates and Joint Ventures |
| TAS 33 (revised 2016) | Earnings Per Share |
| TAS 34 (revised 2016) | Interim Financial Reporting |
| TAS 36 (revised 2016) | Impairment of Assets |
| TAS 37 (revised 2016) | Provisions, Contingent Liabilities and Contingent Assets |
| TAS 38 (revised 2016) | Intangible Assets |
| TAS 40 (revised 2016) | Investment Property |
| TAS 105 (revised 2016) | Accounting for Investments in Debt and Equity Securities |
| TAS 107 (revised 2016) | Financial Instruments: Disclosure and Presentation |
| TFRS 3 (revised 2016) | Business Combinations |
| TFRS 8 (revised 2016) | Operating Segments |
| TFRS 10 (revised 2016) | Consolidated Financial Statements |
| TFRS 11 (revised 2016) | Joint Arrangements |
| TFRS 12 (revised 2016) | Disclosure of Interests in Other Entities |
| TFRS 13 (revised 2016) | Fair Value Measurement |
| TSIC 15 (revised 2016) | Operating Leases-Incentives |
| TSIC 25 (revised 2016) | Income Taxes-Changes in the Tax Status of an Enterprise or its Shareholders |
| TSIC 27 (revised 2016) | Evaluating the Substance of Transactions in the Legal Form of a Lease |
| TSIC 31 (revised 2016) | Revenue-Barter Transactions Involving Advertising Services |
| TSIC 32 (revised 2016) | Intangible Assets-Web Site Costs |
| TFRIC 1 (revised 2016) | Changes in Existing Decommissioning, Restoration and Similar Liabilities |
| TFRIC 4 (revised 2016) | Determining Whether an Arrangement Contains a Lease |
| TFRIC 10 (revised 2016) | Interim Financial Reporting and Impairment |
| TFRIC 13 (revised 2016) | Customer Loyalty Programmes |
| TFRIC 14 (revised 2016) | TAS 19 (revised 2016) Employee Benefits-The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction |
| TFRIC 15 (revised 2016) | Agreements for the Construction of Real Estate |
| TFRIC 17 (revised 2016) | Distributions of Non-cash Assets to Owners |
| TFRIC 18 (revised 2016) | Transfers of Assets from Customers |
| FAP Announcement no. 5/2559 | Accounting guidance for derecognition of financial assets and financial liabilities |

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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