

Ref. No. Thor Bor. 005/2557

February 25, 2014

- Subject : 1. Consideration on dividend payment, setting up the date of the General Shareowners' Meeting and the record date for shareowners entitled to attend the meeting and receive dividend.
2. Setting up a Subsidiary Company
3. Provide joint guarantee for Tsuruha (Thailand) Co., Ltd. to Sumitomo Mitsui Banking Corp.

Attention : Director and Manager of the Stock Exchange of Thailand

According to the Board of Directors' Meeting #10/2556 of I.C.C. International Public Company Limited, held on February 25, 2014, resolutions have been passed to carry on the following matters:

1. To propose to the General Shareowners' Meeting for consideration of the annual dividend payment of Baht 1.20 per share for the company performance from January 1 to December 31, 2013. Also consideration shall be made on the record date for shareowners entitled to receive dividend which will be on May 2, 2014 and the closing date for the Company's shares transfer registration, in compliance with the Section No. 225 of the Securities and Exchange Act, which is set on May 6, 2014, and dividend payment will be made on May 20, 2014.

2. To set up the date of the 49th General Shareowners' Meeting 2014 on Monday of April 21, 2014 at 2.00 p.m. at Chao Phraya Room 2, Montien Riverside Hotel at 372 Rama III Road, Bangklo Subdistrict, Bang Kho Laem District, Bangkok with following agenda:

- Agenda 1 To certify the previous minutes of the 48th General Shareowners' Meeting 2013, held on April 22, 2013.
- Agenda 2 To acknowledge the Annual Report of the Board of Directors and the Company Performance in 2013 which has been published in the Company's Annual Report.
- Agenda 3 To consider for approval on the financial statements and reports of the auditor as of December 31, 2013
- Agenda 4 To consider for approval on the appropriation of the Company's earnings.
- 4.1 Annual dividend in 2013
- 4.2 Statutory reserve
- 4.3 General reserve
- Agenda 5 To consider an election of new directors to replace the directors resigning in due course

- Agenda 6 To consider for determination of the directors' remuneration
- Agenda 7 To consider an appointment of auditor and approve the audit fee.
- Agenda 8 To consider other matters (if any).

3. To set up the record date for shareowners entitled to attend the 49th General Shareowners' Meeting on March 17, 2014 and the closing date of the Company's share transfer registration in compliance with the Section 225 of the Securities and Exchange Act will be on March 18, 2014.

4. As the company has provided an opportunity to shareowners to propose agenda and/or to nominate candidate(s) to be elected as director(s) prior to the 49th General Shareowners' Meeting 2014 to Mrs. Duangrudee Milintangul, the Company's Secretary from December 1 - 30, 2013. But after the due date, there was no agenda to be proposed and no candidate has been nominated to be elected as a member of the board.

5. To approve an establishment of a subsidiary company with following details

1. Date of transaction : Within March 2014
2. Company name : WBRE Co., Ltd.
3. Type of business : Real Estate
4. Registered capital : Baht 50,000,000.- divided into 500,000 shares at par value Baht 100.-
5. Ratio of investment : I.C.C. International Public Company Limited holds 499,997 shares of WBRE Co., Ltd at par value Baht 100.- amounting Baht 49,999,700.- representing 99.9994% of the registered capital with the first payment at 60.00%
6. Source of fund : Company Working Capital
7. Transaction size : Not in line with regulation of acquiring or disposition of listed company's assets
8. Expected benefits :
 1. Dividend
 2. To make profit from the company's unused asset

6. To provide a joint guarantee for Tsuruha (Thailand) Co., Ltd. to Sumitomo Mitsui Banking Corp. in proportion of the investment (Japanese party provide 30 million baht guarantee with Sumitomo Mitsui Banking and 30 million baht guarantee with Bank of Tokyo Mitsubishi UFJ, while Thai party provide 58 million baht guarantee with Sumitomo Mitsui Banking. This is in line with related transaction as follows:

1. Date of transaction : Within March 2014
2. Related parties
 - Guarantor : I.C.C. International Plc.
 - Applicant : Tsuruha (Thailand) Co. Ltd.

Relationship : I.C.C. International and Tsuruha (Thailand) Co., Ltd. have the same major shareowner which is Saha Pathana Inter-holding Plc. holding 22.10% shares of I.C.C. International Plc. and holding 15.00% of Tsuruha (Thailand) Co., Ltd.

3. General description of transaction

- Transaction class : Provide financial assistance to the related party
- Transaction volume : In line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of the Connected Transactions, in relation with the assets or service transaction. The transaction is the financial assistance on the proportion of investment which requires an approval from the Board of Directors and disclosure of the information to the Stock Exchange of Thailand, but no shareowner's approval is required.

4. Details on transaction

- Name of applicant : Tsuruha (Thailand) Co., Ltd.
- Type of business : Retail business for drug, supplement food, cosmetics and miscellaneous products
- Registered capital : Baht 200,000,000.- divided into 200,000 shares at 100 Baht per share
- Loans provided by the Bank : 58,000,000.- Baht
- Guarantee provided by ICC : 17,750,000.- Baht

5. Purpose of transaction : 1. To provide business support to the JV company
2. To comply with obligation of the joint venture agreement

6. Structure of sharesowning :

Name	% of shareowning
1. I.C.C. International Plc.	15.00
2. Saha Group of companies	34.00
3. Tsuruha Holding (Japan)	<u>51.00</u>
Total	<u>100.00</u>

7. Directors with conflict of interest or being related parties who neither attend nor vote at the meeting are as follows :

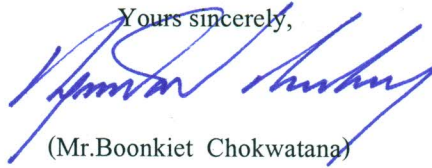
1. Mr. Boonsithi Chokwatana
2. Mr. Thamarat Chokwatana

8. Opinions of Company's Board of Directors and the Audit Committee :

Agreed to provide joint guarantee as per above details as to give a financial support in order to strengthen business of the JV company and also to help them enable to accomplish its business target as planned. This practice shall comply with obligations of the joint venture agreement.

Please kindly be informed accordingly.

Yours sincerely,



(Mr.Boonkiet Chokwatana)
President and Executive Chairman