



บริษัท ไอ.ซี.ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน)

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Ref. No.Tor Bor.044/2560

November 10, 2017

Subject : 1. Purchase shares of Canchana International Co., Ltd. (Kingdom of Cambodia)
2. Authorize shareowners to propose agenda and/or nominate candidate(s) to be elected as director(s) in the Annual General Meeting 2018

Attention: Director and Manager of the Stock Exchange of Thailand

I.C.C. International Public Company Limited would like to report the following resolutions of the Board of Directors' Meeting # 7/2560 held on November 10, 2017.

1. A resolution was passed to allow the company to purchase shares of Canchana International Co., Ltd. (Kingdom of Cambodia) from Saha Pathana Inter-Holding Plc. in the total amount of 200 shares, at the price of USD 1,020.861 per share (the Book Value as of close of business on December 31, 2016), totaling USD 204,172.20 which is equivalent to approximately THB 7,350,710.-, (exchange rate as at December 30, 2016 : USD 1 = THB 36.0025) and falls within the guidelines of related transaction as per the following details:

1. Date of transaction : Within November, 2017
2. Related parties:

<u>Name</u>	<u>Relationship with listed company</u>
Purchaser: I.C.C. International Plc.	Saha Pathana Inter-Holding Plc. is the major shareowner of
Seller: Saha Pathana Inter-Holding Plc	I.C.C. International Plc. With 22.49% equity

3. General characteristics of the transaction

- Transaction class : Purchasing assets with related parties.

In line with the Announcement of the Capital Market Supervisory Board on Rules of the Connected Transactions, in relation to the assets or service transaction of which the size is more than Baht 1 million but less than Baht 20 million or above 0.03% but less than 3% of NTA, whichever is higher:

It is noted that 3% of NTA as at 30 September 2017 was approximately THB 565 million. Accordingly, such transaction requires approval from the Board of Directors and disclosure of the information to the Stock Exchange of Thailand, but no shareholders' approval is required.

- Transaction volume : Not governed by the regulation of acquiring or disposition of listed company assets as it does not exceed 15% of the acquisition criteria.
- Volume criteria : In accordance with the net profit after tax gained by the purchasing company compared with I.C.C.'s net profit after tax with resulting highest value 0.26 %

4. Details of the purchased assets :

Ordinary shares of Canchana International Co., Ltd. (Kingdom of Cambodia)

- The nature of its business : distributor of goods
- Registered capital : KHR 2,000,000,000.- divided into 1,000 shares at par value KHR 2,000,000.-
- Number of purchased shares : 200 shares
- Purchasing price per share : USD 1,020.861
- Proportion of shares owning before : 400 shares = 40.00 % of registered capital
- Proportion of shares owning after : 600 shares = 60.00 % of registered capital

5. The total value of the consideration:

Ordinary shares of Canchana International Co., Ltd. (Kingdom of Cambodia) at the amount of 200 shares at USD 1,020.861 per share (the book value as of December 31, 2016) totaling USD 204,172.20 equivalent to approximately THB 7,350,710.- (exchange rate as at December 30, 2016 : USD 1 = THB 36.0025)

6. Purpose of purchase :
1. To increase the proportion of investment in a company which is part of its supply chain in terms of distribution of goods in the Kingdom of Cambodia
 2. To gain dividend

7. Directors with possible conflict of interest who neither attended the meeting nor voted :

1. Mr. Boonkiet Chokwatana
2. Mr. Manu Leelanuwatana
3. Mr. Nophorn Bhongsvej

8. Opinions of the Board of Directors and the Audit Committee :

Approved the purchase of shares of Canchana International Co., Ltd. (Kingdom of Cambodia) in accordance with the reasons and details explained above as the Company has good performance and is part of its supply chain for the distribution of goods in the Kingdom of Cambodia.



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2. In compliance with the principles of good corporate governance, I.C.C. International Plc. authorizes shareowners to propose agenda and/or nominate candidate(s) to be elected as director(s) in advance of the 53rd Annual General Meeting 2018 according to the set criteria by publicizing such authorization procedure in its website (<http://www.icc.co.th>) from 13 November 2017 onward allowing shareowners to propose agenda and/or candidates between 1-30 December 2017 for further consideration and processing.

Please kindly be informed accordingly.

Yours sincerely,

(Mr. Thamarat Chokwatana)

President and Vice Executive Chairman