



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

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Ref. Thor Bor 011/2561

20 April 2018

Subject: Provision of Joint Loan Guarantee for Transcosmos (Thailand) Co., Ltd.

To: Director and Manager of the Stock Exchange of Thailand

The Board of Directors of I.C.C. International PLC in its meeting #12/2560 held on April 20th 2018, considered and approved the provision of joint guarantee for Transcosmos (Thailand) Co., Ltd. in the latter's credit lines extended by Transcosmos Inc. (Japan) in the amount of THB 21 million and companies in the Saha Group, as the Thai investors, providing joint guarantee of 30.00% or THB 6.30 million of the total guarantee amount in proportion to their investment in Transcosmos (Thailand) Co., Ltd. resulting in ICC's share of the joint guarantee amounting to THB 1,890,000.- as per the following details:

1. Date of transaction : By the end of May 2018
2. Related parties
 - Guarantor : I.C.C. International PLC
 - Applicant : Transcosmos (Thailand) Co., Ltd.
 - Relationship : I.C.C. International PLC and Transcosmos (Thailand) Co., Ltd.
both have the same major shareowner, namely Saha Pathana Inter-Holding Plc, with 22.49 % and 9.00 % equity in ICC and Transcosmos (Thailand) Co., Ltd. respectively.
3. General characteristics of the transaction
 - Transaction class : Provision of financial assistance to a related party in the form of joint guarantee proportionate to its investment of 9.00 %.
 - Transaction volume : Joint guarantee amounting to THB 1,890,000.- which is within the guidelines of a connected transaction in relation to provision of financial assistance in the form of joint guarantee based on the proportion of investment as prescribed in the announcement of the Capital Supervisory Board on Rules of Connected Transactions the value of which is less than 100 million Baht or less than 3% of NTA, whichever is less. It is noted that 3% of NTA as at 31 December 2017 was approximately THB 596.27 million. Accordingly, such transaction requires approval from the Board of Directors and disclosure of the information to the Stock Exchange of Thailand, but no shareowners' approval is required.

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4. Details of Transaction

- Name of applicant : Transcosmos (Thailand) Co., Ltd.
- Type of business : E-Commerce One Stop Service
- Registered Capital : THB 70,000,000.-, divided into 70,000 shares at THB 1,000.- per share
- Credit Line : A total of THB 21,000,000.- as long-term loan from Transcosmos Inc. (Japan) for a period of 5 years.
(This, in addition to existing credit lines from Transcosmos Inc. (Japan) in the amount of THB 100 million, for a total loan guarantee of THB 121 million.)
- Total value of guarantee : THB 1,890,000.- in proportion to investment in Transcosmos (Thailand) Co., Ltd. (9.00% of the credit line of THB 21 million) (For a total joint loan guarantee of THB 10,890,000.- in proportion to its investment.)

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

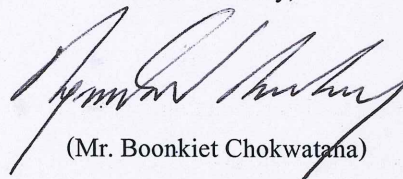
6. Directors with possible conflict of interest who neither attended nor voted in the meeting:
Mr. Thamarat Chokwatana

7.. Opinion of the Board of Directors and the Audit Committee:

Agreed to provide guarantee facilities as per the aforementioned details to give financial support in order to strengthen JV company business to accomplish its business target as planned, as well as being compliant with its obligations under the joint venture agreement.

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Boonkiet Chokwatana)

Executive Chairman