

Ref. No. Tor Bor. 049/2557

December 16, 2014

Subject : Purchasing shares of Sahacogen (Chonburi) Plc.

Attention : Director and Manager of Stock Exchange of Thailand

According to the Board of Director's Meeting # 9/2557 of I.C.C. International Public Company Limited, held on December 16, 2014, a resolution was passed to allow the Company to purchase newly issued shares of Sahacogen (Chonburi) Plc. from Erawan Textile Co., Ltd. through the Stock Exchange of Thailand (**Big Lot Transaction**) at the amount of 1,000,000 shares at the price Baht 6.50 per share (the market price as of December 8, 2014) totaling Baht 6,500,000.- which is in line with the related transaction as following details:

1. Date of transaction : Within December, 2014

2. Related parties :

<u>Name</u>	<u>Relationship with listed company</u>
Purchaser : I.C.C. International Plc.	: I.C.C. International Plc. and Erawan Textile Co., Ltd.
Seller : Erawan Textile Co., Ltd.	having Saha Pathana Inter-Holding Plc. as the same major shareowner by owning shares of I.C.C. International Plc. = 22.10% and Erawan Textile Co., Ltd. = 16.04%

3. General characteristics of the transaction

- Transaction class : Purchasing assets to related parties.

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 of which its size is above Baht 1 million but less than Baht 20 million or above 0.03% but less than 3% of NTA, whichever is higher. These transactions are required an approval from the Company's Board of Directors and subsequently reported to the SET, with no required approval from the Shareowner's Meeting

- Transaction volume : Not in line with regulation of acquiring or disposition of listed company assets

- Volume criteria : In accordance with the net profit after tax gained by the purchasing company compared with ICC's net profit after tax with resulting highest value 0.04 %
- 4. Details of the purchased assets :
Ordinary shares of Sahacogen (Chonburi) Plc.
 - The nature of its business : producer and distributor of electricity and water vapour
 - Registered capital : Baht 955,000,000.- divided into 955,000,000 shares at par value Baht 1.-
 - Number of purchased shares : 1,000,000 shares
 - Purchasing price per share : Baht 6.50
 - Proportion of shares owning before : 99,432,960 shares = 10.41 % of registered capital
 - Proportion of shares owning after : 100,432,960 shares = 10.52 % of registered capital
- 5. The total value of the consideration :
Ordinary shares of Sahacogen (Chonburi) Plc. at the amount of 1,000,000 shares at Baht 6.50 per share (the market value as of December 08, 2014) totaling Baht 6,500,000.- by purchasing through the Stock Exchange of Thailand
- 6. Purpose of purchase :
 - 1. To increase the proportion of investment, as this company has been well established with good performance
 - 2. To gain dividend
- 7. Director with conflict of interest who neither attend the meeting nor have no right to vote :
Mr. Boonsithi Chokwatana
- 8. Opinions of the Board of Directors and the Audit Committee :
To approve the purchasing of shares in accordance with the reason and detail explained above as the Sahacogen (Chonburi) Plc. has a stable financial foundation, high returns and consistently pays dividends.

Please kindly be informed accordingly.

Yours sincerely,

(Mr. Boonkiet Chokwatana)

President and Executive Chairman