

Ref.No. Tor Bor 004/2558

March 31, 2015

Subject : Consider the entering into transaction with related parties

Attention : Director and Manager of the Stock Exchange of Thailand

According to the Board of Directors' Meeting No.12/2557 of I.C.C. International Public Company Limited, held on March 31, 2015, resolutions were passed to allow the Company to enter into the related transactions to rent or rent out of immovable properties of not exceeding 3 years, and transactions on assets or service with related parties as of the following details:

1. Transaction Date : In 2015
2. Related parties : Total 24 companies

No.	Related Parties	Relationship
1	Thai Wacoal Plc.	SPI is a major co-shareowner.
2	Thanulux Plc.	”
3	People's Garment Plc.	”
4	S & J International Enterprise Plc.	”
5	International Laboratories Corp., Ltd.	”
6	International Leather Fashion Co., Ltd.	”
7	Raja Uchino Co., Ltd.	”
8	Champ Ace Co., Ltd.	”
9	H & B Intertex Co., Ltd.	”
10	Thai Itokin Co., Ltd.	”
11	Pattaya Manufacturing Co., Ltd.	”
12	Tiger Distribution & Logistics Co., Ltd.	”
13	K. Commercial and Construction Co., Ltd.	”
14	Sun 108 Co., Ltd.	”
15	Issara United Co., Ltd.	Associated
16	Shop Global (Thailand) Co.,Ltd	”
17	Saha Pathana Inter-holding Plc.	ICC's major shareowner.
18	Silver Rain Co., Ltd.	Silver Rain's major shareowner is ICC's director.

No.	Related Parties	Relationship
19	Sukhatasana Co., Ltd.	Sukhatasana's major shareowner is ICC's director.
20	Kai I.T. Service Co., Ltd.	Kai I.T. Service major shareowner is ICC's director.
21	Vira Law Office Co., Ltd.	Vira Law Office's major shareowner is ICC's director.
22	Thai Arusu Co., Ltd	Thai Arusu's Managing Director is ICC's executive.
23	S R P Nanasai Co., Ltd.	S R P Nanasai Managing Director is ICC's executive.
24	D F Inter	D F Inter Managing Director is ICC's executive.

3. General description of transaction : Rent or Rent out of immovable properties of not exceeding 3 years and transaction on assets or services with related parties.

4. Details of rent or rent out of immovable properties not exceeding 3 years and details of assets or services :

- Rental Fee and Expenditure : total amount of not exceeding Baht 490 million (less than 3% of NTA, as of December 31,2014)

Description	Remuneration Policy
1 Rental income (immovable property)	Using market price by consideration on the locations, conditions and benefits generated from the property with one year rental contract period
2. Rental expense (immovable property)	Using market price by consideration on the locations, conditions and benefits generated from the property with one year rental contract period.
3. Loyalty income	At percentage of net factory sales compared with market price with three year contract period.
4. Interior design & installation expenses	Depending on the design, area size, materials and technique, through bidding process.
5. Business and legal consultant fee	Depending on the complication level of service.
6. Construction and renovation of former building	Depending on the design, building size, materials and technique, through bidding process.

5. Directors with conflict of interest or being related persons who neither attend nor having rights to vote at the meeting are as follows :

1. Mr. Boonsithi Chokwatana	2. Mr. Boonkiet Chokwatana
3. Mr. Thamarat Chokwatana	4. Mr. Manu Leelanuwatana
5. Mr. Vira Ua-Arak	

6. Transaction size :

The above transactions are considered as related transactions in accordance with the notification of the Board of the Stock Exchange of Thailand on the topic : Information Disclosure and Operation of Listed Company relating to the Related Transactions. Such notification stated that under the categories of rent or renting out of immovable properties of not exceeding 3 years and of transaction on assets or service 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 to be approved by the Company's Board of Directors and reported to the SET subsequently, with no requirement of an approval from the shareowners.

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

To approve the above-mentioned related transactions on rent or renting out of immovable properties of not exceeding 3 years and on assets or service transactions. Such transactions have been conducted as normal business with reasonable price and related conditions including being as a beneficial to the Company by enhancing the competitive advantage and promoting the mutual business development.

Please kindly be informed accordingly.

Yours sincerely,

(Mr. Thamarat Chokwatana)

President and Vice Executive Chairman