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Ref. Thor Bor 027/2561

October 12, 2018

Subject Report on the selling shares of Shop Global (Thailand) Co., Ltd.

Attention: Director and Manager of the Stock Exchange of Thailand

I.C.C. International Public Company Limited would like to report the resolutions of the Board of Directors' Meeting # 6/2561 on 12 October 2018, a resolution was passed to allow the sale of its shares in Shop Global (Thailand) Co., Ltd. which falls within the guidelines of a related transaction as per the following details:

1. Date of transaction : within October 2018
2. Related parties

<u>Name</u>	<u>Relationship with listed company</u>
Seller : I.C.C. International Plc.	
Buyers :	
1. Saha Phatana Inter-Holding Plc.	: the major shareowner of the Company
2. OCC Plc.	: OCC Plc. and I.C.C. International Plc. both have the same major shareowner, Saha Phatana Inter-Holding Plc, holding 22.49% of shares in I.C.C. International Plc. and 12.73% of shares in OCC Plc.
3. I.D.F. Co., Ltd.	: I.D.F. Co., Ltd. has Saha Phatanapibul Plc. as its major shareowner, while Saha Phatanapibul Plc. and I.C.C. International Plc. both have Saha Phatana Inter-Holding Plc. as their major shareowner, holding 22.49 % of shares in I.C.C. International Plc. and 20.63% of shares in Saha Phatanapibul Plc.
4. Mr. Sorchote Ambhanwong	: -

3. General characteristics of the transaction :

- Transaction class : Sale of assets to related parties.
In line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of connected transaction, in relation to assets or service transaction which is more than Baht 1 million but less than Baht 20 million, or equivalent to more than 0.03 % but less than 3% of NTA whichever is higher. Such transactions are required to be approved by the Company's Board of Directors and subsequently reported to the SET, with no required approval from the shareowner' Meeting. It is noted that the NTA as at 30 June 2018 stood at Baht 591 million.
- Transaction volume : Not subject to criteria governing acquisition or disposition of listed company's assets

4. Details of the disposed assets :

Ordinary shares of Shop Global (Thailand) Co., Ltd.

- Nature of its business : Direct Marketing Business in Real-time via various media formats
- Registered capital : THB 138,600,000.- divided into 6,300,000 shares at par value of THB 22.- per share
- Number of shares to be sold : 810,000 shares
- Proportion of share-owning before : 2,700,000 shares = 42.86% of registered capital
- Proportion of share-owning after : 1,890,000 shares = 30.00% of registered capital

5. Total value of the consideration :

A total of 810,000 ordinary shares of Shop Global (Thailand) Co., Ltd. at the selling price of approximately THB 22.222222 per share (the Book value as at 31 December 2017 was approximately THB 22.28 per share, Par @ THB 22.-) for a total amount of THB 18,000,000.- , details of which are as follows:

Company Name	Number of Shares	Selling Price at approximately THB 22.22222 per Share; for a Total Amount of THB
1. OCC Plc.	405,000	9,000,000
2. Saha Phatana Inter-Holding Plc.	1	22
3. I.D.F. Co., Ltd.	1	22
4. Mr. Sorchote Ambhanwong	404,998	8,999,956
Total	810,000	18,000,000

6. Purpose of sale : 1. To change the share-owning structure of Shop Global (Thailand) Co., Ltd. in accordance with the new Joint Venture Agreement.
2. To extend the opportunity to new joint venture partners with high potential and relevant expertise to join the executive management of this company to further enhance its performance.
3. To gain dividend

7. Structure of shareowning following the sale :

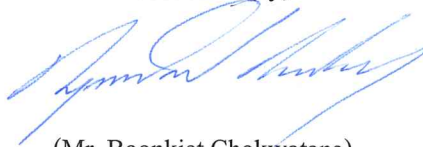
<u>Name</u>	<u>% of shareowning</u>
1. I.C.C. International Plc.	30.00
2. Saha Group	12.86
3. Shop Channel Gobal Co., Ltd. (Japan)	42.86
3. Sumitomo Corporation Thailand Ltd.	14.28
Total	<u>100.00</u>

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

To approve the sale of shares in Shop Global (Thailand) Co., Ltd. as stated in the aforementioned details in order to affect a share-owning restructuring in Shop Global (Thailand) Co., Ltd. in accordance with the new Joint Venture Agreement.

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Boonkiet Chokwatana)

Executive Chairman