

Ref. No.Tor Bor.023/2562

May 17, 2019

Subject : 1. Appointment to the Board of Directors  
2. Appointments to the Sub-committees  
3. Extension of guarantee facilities for Tokyu Corporation (Japan) to the Bank of Ayudhya Plc. for the Credit Line of Saha Tokyu Corporation 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 # 1/2562 held on May 17, 2019, on the following matters :

1. To appoint a new Board of Directors pursuant to the re-election of directors by the 54<sup>th</sup> Annual General Meeting 2019 held on April 22, 2019 as follows :

1. Mr. Boonkiet	Chokwatana	Chairman and Executive Chairman
2. Mr. Thamarat	Chokwatana	President and Vice Executive Chairman
3. Thiraphong	Vikitset Ph.D.	Independent Director
4. Mr. Amorn	Asvanunt	Independent Director
5. Mrs. Duangphorn	Sucharittanuwat	Independent Director
6. Mr. Nophorn	Bhongsvej	Independent Director
7. Mr. Manu	Leelanuwatana	Director
8. Mr. Somphol	Chaisiroj	Director
9. Miss. Munchusa	Terapongpipat	Director
10. Mrs. Kobsuk	Saengsawad	Director
11. Surat	Wongrattanapassorn Ph.D.	Director
12. Mrs. Chailada	Tantivejkul	Director

2. To approve appointments to the following sub-committees :

Position		Audit Committee *	Nomination Committee	Remuneration Committee	Risk Management Committee	Board of Executive Directors	Corporate Governance Committee
Name							
Number of persons		4	5	3	7	10	4
1. Mr. Boonsithi	Chokwatana		Chairman				
2. Mr. Boonkiet	Chokwatana		/	Chairman		Chairman	
3. Mr. Thamarat	Chokwatana		/	/	/	President and Vice Executive Chairman	
4. Thiraphong	Vikitset Ph.D.	Chairman					
5. Mr. Amorn	Asvanunt	/			Chairman		

Position		Audit Committee	Nomination Committee	Remuneration Committee	Risk Management Committee	Board of Executive Directors	Corporate Governance Committee
Name (Continued)							
6. Mrs. Duangphorn	Sucharittanuwat	/					
7. Mr. Nophorn	Bhongsvej	/					Chairman
8. Mr. Manu	Leelanuwatana		/				
9. Miss Munchusa	Terapongpipat		/	/	/	Vice President : Company Administration Division	/
10. Surat	Wongrattanapassorn, Ph.D.					Vice President : Information Technology	
11. Mrs. Ramida	Russell Maneesatien					Vice President : Division B	
12. Mrs. Bussabong	Mingkwanyeon					Vice President : Division H	
13. Mr. Viritpol	Chaithavornsathien					Vice President : Division I	
14. Mrs. Nonglaks	Techaboonanek					Vice President : Division M, O	
15. Pennapha	Dhanasarnsilp, D.B.A.					Vice President : Division V	
16. Mr. Nattapat	Petchratanaporn					Vice President : Accounting, Finance	/
17. Mr. Pranot	Vesaruchavit				/		
18. Miss. Yauwaluk	Namakorn				/		
**19. Mr. Yothin	Suwanket				/		
20. Mrs. Duangrudee	Milintanggul	Secretary	Secretary	Secretary	Director & Secretary	Secretary	/
21. Mrs. Thanyaluck	Wattanakulroj						Secretary

Note : \* The term of the Audit Committee expired on May 18, 2019 and the Nomination Committee deemed it appropriate to re-appoint the previous Committee to serve another term

\*\* New appointment to the Risk Management Committee

3. To approve an extension of one-years' guarantee facilities for Tokyu Corporation (Japan) to the Bank of Ayudhya Plc. for the Credit Line of Saha Tokyu Corporation Co., Ltd., in the proportion of investment which is within the following scope of related items:

1. Date of transaction : Within May 2019

2. Related parties

Guarantor: I.C.C. International Plc.

Applicant: Saha Tokyu Corporation Co., Ltd.

Relationship: I.C.C. International Plc. and Saha Tokyu Corporation Co., Ltd. have the same major shareowner, namely Saha Pathana Inter-holding Plc. holding 24.56% shares of I.C.C. International Plc. and holding 20.00% of Saha Tokyu Corporation Co., Ltd.

3. General description of transaction

- Transaction class : Provide financial assistance to the related party in the form of joint guarantee proportionate to its investment of 12.00%

- Transaction volume : Loan guarantee of 12,000,000 Baht in line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of Connected Transactions regarding assets or service transaction. The transaction is provision of financial assistance in the form of joint guarantee based on the proportion of investment, 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 March 2019 was approximately 606 million Baht. 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.



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

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#### 4. Details on transaction

- Name of applicant: Saha Tokyu Corporation Co., Ltd..
- Type of business: Real estate development
- Registered capital: Baht 332,000,000.- divided into 332,000 shares at 1,000.- Baht per share
- Loans provided by the Bank: 100,000,000.- Baht
- Total value of guarantee: 12,000,000.- Baht in the same proportion as investment, starting from May 31, 2019 - May 31, 2020

#### 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 conflict of interest or were related parties who neither attended nor voted at the meeting are as follows: - None -

#### 7. Opinions of the Company's 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. This practice is in compliance with obligations of the joint venture agreement.

Please kindly be informed accordingly.

Yours sincerely,

(Mr. Thamarat Chokwatana)

President and Vice Executive Chairman