



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

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Ref. No. Thor Bor. 004/2563

February 21, 2020

- Subject : 1. Consideration of dividend payment, setting the date of the 2020 Annual General Meeting and the record date for shareowners entitled to attend the meeting and receive dividend.
2. Extension of guarantee facilities for Tsuruha (Thailand) Co., Ltd. with regard to credit limit with Sumitomo Mitsui Banking Corp., Bangkok Branch.

Attention : Director and Manager of the Stock Exchange of Thailand

According to the Board of Directors' Meeting #10/2562 of I.C.C. International Public Company Limited, held on February 21, 2020, resolutions have been passed to carry out the following matters:

1. To propose to the Annual General Meeting for consideration of the annual dividend payment of THB 0.70 per share for the company's performance from January 1 to December 31, 2019. The dividend shall come from the accumulated profit with 30% corporate tax paid off. Also, to propose for consideration that the record date for shareowners entitled to receive dividend will be on May 5, 2020 with dividend payment to be made on May 21, 2020.

2. To set the date of the 55th Annual General Meeting 2020 on Wednesday of April 22, 2020 at 1:00 p.m. at the Chao Phraya Room 2, Montien Riverside Hotel at 372 Rama III Road, Bangkok Subdistrict, Bang Kho Laem District, Bangkok with following agenda:

- Agenda 1 To certify the previous minutes of the 54th Annual General Meeting 2019, held on April 22, 2019
- Agenda 2 To acknowledge the Annual Report of the Board of Directors and the Company performance in 2019 which has been published in the Company's Annual Report
- Agenda 3 To consider for approval the financial statements and reports of the auditor as of December 31, 2019
- Agenda 4 To consider for approval the appropriation of the Company's earnings
- 4.1 Annual dividend in 2019
- 4.2 Statutory reserve
- 4.3 General reserve
- Agenda 5 To consider election of new directors to replace the directors whose tenure is completed

- Agenda 6 To consider for determination of the directors' remuneration
Agenda 7 To consider the appointment of an auditor and approve the audit fee
Agenda 8 To consider other matters (if any)

3. To set March 10, 2020 as the record date for shareowners entitled to attend the 55th Annual General Meeting.

4. As the company has provided an opportunity to shareowners to propose in writing an agenda and/or to nominate candidate(s) to be elected as director(s) prior to the 55th Annual General Meeting 2020 to Mrs. Duangrudee Milintanggul, the Company's Secretary, from December 1 - 30, 2019. However, after the due date, there was no additional proposed agenda and no candidate has been nominated for election to the Board of Directors.

5. To approve an extension of five-year guarantee facilities for Tsuruha (Thailand) Co., Ltd. with regard to credit limit with Sumitomo Mitsui Banking Corp., Bangkok Branch in the proportion of investment which is within the following scope of related items:

1. Date of transaction : Within March 2020
2. Related parties
 - Guarantor : I.C.C. International Plc.
 - Applicant : Tsuruha (Thailand) Co. Ltd.
 - Relationship : I.C.C. International Plc. and Tsuruha (Thailand) Co., Ltd. have the same major shareowner namely Saha Pathana Inter-holding Plc. holding 24.58% shares of I.C.C. International Plc. and 15.00% of Tsuruha (Thailand) Co., Ltd. respectively

3. General description of transaction

- Transaction class : Provide financial assistance to the related party in the form of guarantee facilities with regard to credit limit proportionate to investment on the Thai side of 30.61%

- Transaction volume : Credit limit of THB 30,910,000

In line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of the Connected Transactions regarding the 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 December 2019 was

approximately THB 611 million. Accordingly, such transaction requires approval from the Board of Directors and disclosure of the information to the Stock Exchange of Thailand, but no shareowner's approval is required.

4. Details on transaction

- Name of applicant : Tsuruha (Thailand) Co., Ltd.
- Type of business : Retail business for drug, food supplements, cosmetics and miscellaneous products
- Registered capital : THB 250,000,000.- divided into 250,000 shares at THB 1,000 per share
- Loan : THB 101,000,000.- from Sumitomo Mitsui Banking Corp., Bangkok Branch.
- Total value of guarantee : THB 30,910,000.- proportionate to investment for a period of 5 years from March 1, 2020 - February 28, 2025

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

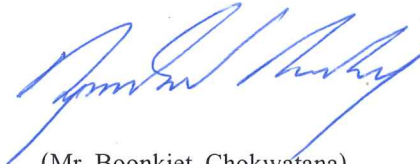
6. Director(s) with conflict of interest or being related parties who neither attended nor voted at the meeting : Mr. Thamarat Chokwatana.

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

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

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Boonkiet Chokwatana)

Executive Chairman