



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

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Ref. Thor Bor 21/2563

June 12, 2020

- Subject:
1. Setting the date of the 2020 Annual General Meeting and the record date for shareowners entitled to attend the meeting and acknowledge the payment of 2019 interim dividend
 2. 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

According to the Board of Directors' Meeting #14/2562 of I.C.C. International Public Company Limited, held on June 12, 2020, resolutions have been passed to carry out the following matters:

1. To inform the Annual General Meeting regarding the interim dividend payment for the company's performance from January 1 to December 31, 2019 at the rate of 0.70 Baht per share, with 290,633,730 shares, amounting 203,443,611.- Baht in total, or 29.26 percent of the Company's separate financial statement's net profit. The payment will be paid from the Company's retained profit deducted 30% from the corporate income tax; and it was already paid on May 7, 2020 to eligible shareowners whose names were listed on the record date of April 22, 2020 with right to receive dividend. In addition, the Board of Directors will not consider dividend payment for 2019.

2. To set the date of the 55th Annual General Meeting 2020 on Monday of August 3, 2020 at 2:00 p.m. at the Galaxy Room, Avani+ Riverside Bangkok Hotel at 257 Charoennakorn Road, Samre Subdistrict, Thonburi District, Bangkok 10600 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 of 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 profit and to acknowledge the payment of 2019 interim dividend
- 4.1 To acknowledge the payment of 2019 interim dividend
 - 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)

The Board of Directors' Meeting also appointed the Chairman to be responsible to set or change date, time, and location of the Annual General Meeting by considering the necessity and appropriateness.

3. To set the record date for shareowners entitled to attend the 55th Annual General Meeting on June 26, 2020
4. To approve the extension of 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 of 61,260,000.- Baht, which is less than the previous credit line of 82,740,000.- Baht.

The previous credit line that Saha Tokyu Corporation Co., Ltd. received from Bank of Ayudhya Plc. as long-term and short-term loans, amounting 689.50 Million Baht in total, was guaranteed in full by Tokyu Corporation (Japan) and Saha Group's affiliated companies, as co-investors in Thailand, in 50:50 proportion, or 344.75 Million Baht. The Company, as one of the shareowners, joint guarantee based on the proportion of investment, amounting 82,740,000.- Baht.

The Saha Tokyu Corporation Co., Ltd. has gradually paid back 179 Million Baht for the long-term loan which leaves the long-term and short-term loans amounting 510.50 Million Baht. The remaining long-term loan is also adjusted to obtain the lowest interest rate possible. This credit line dues on May 29, 2020 and May 31, 2020. However the Saha Tokyu Corporation Co., Ltd. still requires the loan as its working capital which is within the following scope of related transactions:

1. Date of transaction: Within June 2020
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 24.79% 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 in proportion to its investment of 12.00%
- Transaction volume : Loan guarantee of 61,260,000.- Baht in line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of Connected Transactions regarding the financial assistance. This transaction is 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 3.00% of NTA, depending on which amount is lower.

The 3.00% of NTA of the Company, as at March 31, 2020 was approximately 792 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.

4. Details of transaction

- Name of applicant : Saha Tokyu Corporation Co., Ltd.
- Type of business : Real-estate development
- Registered capital : 792,000,000.- Baht, divided into 792,000 shares at 1,000 Baht per share
 - 332,000 shares, paid in full = 332 Million Baht
 - 460,000 shares, 25% paid = 115 Million Baht
 - Total = 447 Million Baht

- Loans provided by the bank : 510,500,000 Baht, from Bank of Ayudhya Plc.

1. Long-term loan: 82.10 Million Baht

Duration: 3 years (June 19, 2020 to May 29, 2023)

Capital Payment: 8.00 Million Baht per year

The Company provides guarantee at the amount: 9.852 Million Baht

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2. Long-term loan: 328.40 Million Baht

Duration: 3 years (June 19, 2020 to May 29, 2023)

Capital Payment 32.00 Million Baht per year

The Company provides guarantee at the amount: 39.408
Million Baht

3. Short-term loan: 100 Million Baht

Duration: 1 year (June 19, 2020 to May 29, 2021)

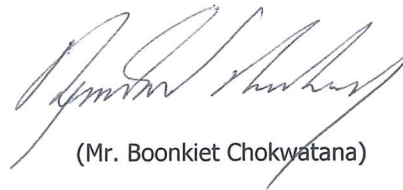
The Company provides guarantee at the amount: 12.00
Million Baht

- Total value of guarantee : 61,260,000.- Baht, in the same proportion as investment

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

Please kindly be informed accordingly.

Yours Sincerely,



(Mr. Boonkiet Chokwatana)

Executive Chairman