

Ref. Thor Bor 14/2567

April 22, 2024

Subject: Resolutions of the 59th Annual General Meeting 2024

Attention: Director and Manager of the Stock Exchange of Thailand

At the 59th Annual General Meeting 2024 of I.C.C. International Public Company Limited, held on April 22, 2024, in the form of a hybrid meeting (Physical and E- AGM) at Chao Phraya Room 1, 3rd floor, Montien Riverside Hotel, the following resolutions were considered and passed:

1. To approve the minutes of the 58th Annual General Meeting 2023 held on April 24, 2023.

The total number of shares attended at the meeting was 272,703,195, equivalent to paid-up shares of 93.83% of the Company's total paid-up shares of 290,633,730.

- Approved	272,703,195	shares	equivalent to	100%	of shares entitled at the meeting
- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

2. To acknowledge the Board of Directors' reports and the Company's operational results in 2023 as published in the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report).
3. To approve the Financial Statements and the Auditor's Reports as of December 31, 2023 which had already been audited by the certified public accountant.

Total number of shares entitled at the meeting was 272,703,195, representing 93.83% of the total paid-up shares of the Company.

- Approved	272,703,195	shares	equivalent to	100%	of shares entitled at the meeting
- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

4. To approve an appropriation of the earnings.

4.1 Dividend payment of 2023 for business operation from January 1 - December 31, 2023 at Baht 1.40 per share for the total of 290,633,730 shares,

- 1 Pay dividends in cash at the rate per share of THB 1.14412374641 (11 decimal places), amounting to total dividends of THB 332,520,952.-.

2 Pay dividends in the form of the Company's common shares, not exceeding 74,366,270 shares, with a par value of THB 1.- per share, at the rate of 3.9081391335 original shares per 1 dividend share, calculated as dividend payment. at the rate per share of THB 0.25587625359 (11 decimal places), amounting to total dividends of THB 74,366,270.-.

However, in the event that any shareowner has fractional shares that cannot be allocated as dividend shares, the Company will instead pay dividends in cash at the rate per share of THB 0.25587625359.

The summation of dividend payments in the form of cash and stock dividends is equal to the rate of THB 1.40 per share, amounting to total dividends of THB 406,887,222.-. All dividends paid will be subject to withholding tax as required by law to be paid from the accumulated profits of the Company whose corporate income tax rate is at 30 percent. The date for dividend payment is scheduled for 21 May 2024.

Total number of shares attended at the meeting was 272,703,195, representing 93.83% of the Company's total paid-up shares.

- Approved	272,703,195	shares	equivalent to	100%	of shares entitled at the meeting
- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

4.2 Not to appropriate any additional statutory reserve, as the correct amount had already been completely reserved in accordance with the Company's Articles of Association.

Total number of shares attended at the meeting was 272,703,195, representing 93.83% of the Company's total paid-up shares.

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- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

4.3 To appropriate the general reserve at 10% of the 2023 net profit at the amount of THB 91,533,097.90

Total number of shares attended at the meeting was 272,703,195, shares, representing 92.83% of the Company's total paid-up shares.

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- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

5. To approve the reduce its registered capital by THB 209,366,270.- from the original registered capital of THB 500,000,000.- to the new registered capital of THB 290,633,730.- by eliminating 12,025,860 unpaid common shares and common shares remaining from not exercising conversion rights of convertible debentures into common shares both times, amounting to 197,340,410 shares, including 209,366,270 unallocated common shares with par value of THB 1.- per share; and approval of the amendment of Section 4 of the memorandum of association, to be in line with the reduction of the Company's registered capital as follows.

Article 4	Registered capital	290,633,730.00	Baht
	Divided into	290,633,730	shares
	Par value	1.00	Baht
	Comprising		
	Common shares	290,633,730	shares
	Preferred shares	- None -	

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce is authorized to amend and provide additional wording to comply with the registrar's orders.

Total number of shares entitled at the meeting was 272,703,195, representing 93.83% of the total paid-up shares of the Company.

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- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

6. To approve of an increase in the Company's registered capital in the amount of THB 74,366,270.- from the original registered capital of THB 290,633,730.- so as to render the new registered capital of THB 365,000,000.- by issuing 74,366,270 common shares with a par value of THB 1.- per share to support the payment of stock dividends not exceeding 74,366,270 shares.

Furthermore, in order to support the private placement of not more than 1,500 shares which are the remaining shares from the allocation of dividend shares to Mr. Boonsithi Chokwatana, Chairman of Saha Group. Mr. Boonsithi Chokwatana is the elder brother of Mr. Boonkiet Chokwatana, Chairman of the Board of Directors, and is the father of Mr. Thamarat Chokwatana, President and Chairman of the Executive Committee, thereby rendering this to be considered a connected transaction according to the announcement of the Capital Market Supervisory Board regarding criteria for conducting connected transactions of the type related to assets or services. The size of the connected transaction is equal to 0.0002% of the value of the Company's tangible assets (NTA) (the Company's NTA as of 31 December 2023 is equal to THB 29,111.84 million), which is a

small transaction. Management can proceed with the transaction immediately without having to disclose the items to the Stock Exchange of Thailand at an offering price of THB 44.39 per share, totaling not more than THB 66,585, which is an offering price that is higher than the calculated price according to the criteria of the Announcement of the Capital Market Supervisory Board No. TorChor. 28/2565 on Permission for listed companies to offer newly issued shares to a limited number of persons, dated 28 December 2022. The specified price will be the weighted average price of not less than 7 consecutive business days but not more than 15 consecutive business days before the date of the Board of Directors' resolution to set the offering price. The price set is the weighted average price of the Company's shares calculated over the previous 7 consecutive business days between 15 - 23 February 2024, which is equal to THB 44.28 per share (Information from SETSMART according to www.setsmart.com in order to render the Company's registered capital at THB 365,000,000.- as requested for approval.

The Company expects that the entire stock trading process will be completed by June 2024 after the Stock Exchange of Thailand completes the allocation of dividend shares to shareowners and said allocation is approved by the Board of Directors' meeting.

After Mr. Boonsithi Chokwatana is allocated the remaining common shares from the allocation of dividend shares, he will proceed to donate the said shares to the Dr. Thiam Chokwatana Foundation.

Pursuant to said issuance of additional common shares, the Board also approved amendment to Section 4 of the Memorandum of Association as required to be consistent with the increase in registered capital.

Article 4	Registered capital	365,000,000.00	Baht
	Divided into	365,000,000	shares
	Par value	1.00	Baht
	Comprising		
	Common shares	365,000,000	shares
	Preferred shares	- None -	

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce is authorized to amend and provide additional wording to comply with the registrar's orders.

Total number of shares entitled at the meeting was 272,767,865, representing 93.85% of the total paid-up shares of the Company.

- Approved	272,767,865	shares	equivalent to	100%	of shares entitled at the meeting
- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

7. To approve of the allocation of additional common shares in the amount of not more than 74,366,270 shares with a par value of THB 1.- per share to support the payment of dividends in ordinary shares of the Company, to be allocated to existing shareholders at the rate of 3.9081391335 original shares per 1 dividend share. In the case that any shareowners has fractional shares that cannot be allocated shares, the Company will pay dividends in cash instead at the rate per share of THB 0.25587625359 and allocate additional common shares remaining from the allocation of dividend shares, in an amount not exceeding 1,500 shares, at par value of THB 1.- per share to support capital increase for private placement.

However, conditions for the allocation of additional common shares to shareowners and/or private placement under this capital increase is limited to not more than 74,366,270.

In this matter, authority is given to the Board of Directors and/or the person(s) assigned by the Board of Directors to take any action related to the issuance and allocation of common shares to pay such stock dividends.

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8. To approve the election of directors to replace the ones who resigned in due course.

1. Surat Wongrattanapassorn Ph.D.
2. Mrs. Kobsuk Sangsawad
3. Mr. Koravit Narongkananukul
4. Mr. Nathporn Chatusripitak

Total number of shares entitled at the meeting was 272,767,865, shares, representing 93.85% of the Company's total paid-up shares.

Name of Directors	Type of Directors	Approved (Votes) (%)	Disapproved (Votes) (%)	Abstained (Votes) (%)	Void Ballots (Votes) (%)
1. Surat Wongrattanapassorn Ph.D.	Director	272,767,865 (100.00)	0 (0)	0 (0)	0 (0)
2. Mrs. Kobsuk Sangsawad	Director	272,767,865 (100.00)	0 (0)	0 (0)	0 (0)
3. Mr. Koravit Narongkananukul	Director	272,767,865 (100.00)	0 (0)	0 (0)	0 (0)
4. Mr. Nathporn Chatusripitak	Independent Director	272,767,865 (100.00)	0 (0)	0 (0)	0 (0)

Following are the name list of the Board of Directors for the year 2024:

1. Mr. Boonkiet Chokwatana
2. Mr. Thamarat Chokwatana
3. Thiraphong Vikitset, Ph.D. (Independent Director)
4. Anuchit Anuchitanukul, Ph.D. (Independent Director)
5. Pitak Pruittisarikorn (Independent Director)
6. Nathporn Chatusripitak (Independent Director)
7. Mr. Somphol Chaisiroj
8. Miss Munchusa Terapongpipat
9. Mrs. Kobsuk Saengsawad
10. Surat Wongrattanapassorn, Ph.D.
11. Mrs. Chailada Tantivejakul
12. Mr. Koravit Narongkananukul

Authorization of directors requires that two out of the following six directors shall co-sign with affixed the company's seal:

1. Mr. Boonkiet Chokwatana
2. Mr. Thamarat Chokwatana
3. Mr. Somphol Chaisiroj
4. Miss Munchusa Terapongpipat
5. Mrs. Kobsuk Saengsawad
6. Surat Wongrattanapassorn, Ph.D.

9. To approve directors' remuneration at the same amount as last year, namely not exceeding THB 20 million per year. This excludes compensation or benefits that directors are entitled to receive as officers or employees of the Company. The management of allocation is under the responsibility of the Remuneration Committee, and shall be in effect every year until any further change.

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10. To approve the appointment of Mr. Krit Thammatatto and/or Mr. Ekkasit Chuthamsatid and/or Mr. Bunyarit Thanormcharoen and/or Mr. Watchara Pattarapitak public accountants with registration No. 11915 and/or 4195 and/or 7900 and/or 6669, respectively, from KPMG Phoomchai Audit Co., Ltd., to be the Company's auditors for the year 2024, as Agenda 3. Any of the four auditors can be authorized to inspect and to certify the financial statements of the Company at the rate of compensation as follows:

Annual auditing fee	Baht	2,360,000.-
Quarterly reviewing fee (145,000 x 3)	Baht	435,000.-
Total amount	Baht	2,795,000.-

And acknowledge the fees for the audits of four subsidiary companies amounting to approx. THB 584,416.-





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11. To consider amending Article 28, Article 34, Article 39, Article 56, and Article 62 of the Company's Articles of Association.

Previous Articles of Association	New Articles of Association
<p>Article 28. In calling a meeting of the directors, the Chairman of the Board or a person assigned by the Chairman of the Board shall send a meeting notice to the directors <u>at least seven (7) days before the meeting date</u>, except in cases of urgent necessity to preserve the rights or benefits of the Company, in which case the meeting can be notified by other means and the meeting date can be set earlier than normally prescribed.</p> <p>The venue to be used for the meeting under paragraph one is to be in the area where the Company's head office or branch office is located or any <u>other place as the Board may designate</u>.</p>	<p>Article 28. In calling a meeting of <u>the Board of Directors</u>, the Chairman of the Board or a person assigned by the Chairman shall send a meeting notice to the directors <u>at least three (3) days</u> before the meeting date, except in cases of urgent necessity to preserve the rights or benefits of the Company whereby notice of the meeting appointment may be sent by <u>electronic means</u> or any other means and the meeting date set sooner than normally prescribed.</p> <p>The venue to be used for the meeting under paragraph one shall be in the area where the Company's head office is located or <u>any other place in the Kingdom. In the case of a meeting via electronic media, the location of the Company's head office shall be considered the location of the meeting.</u></p>
<p>Article 34. In calling a shareowners' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or consideration, as the case may be, including the</p>	<p>Article 34. In calling a shareowners' meeting, the Board of Directors shall prepare a meeting invitation letter specifying the venue, date, time, agenda and matters to be presented to the meeting, together with reasonable details, clearly indicating that it is a matter to be presented for information, for approval or for consideration, as the case may be, including the opinions of the Board on such matters, and</p>

Previous Articles of Association	New Articles of Association
<p>opinions of the Board on such matters. and sent to shareowners and the registrar not less than seven (7) days before the meeting date.</p> <p>Notice of the meeting shall be advertised in the newspaper for three (3) consecutive days and not less than three (3) days before the meeting date.</p> <p>The venue used for the meeting according to paragraph one is to be in the area where the Company's head office or branch office is located or any other place as determined by the Board.</p>	<p>deliver it to shareowners and the Registrar not less than seven (7) days before the meeting date. The notice of the meeting must be advertised in newspapers or <u>through electronic media in accordance with the criteria specified by the Registrar</u> for three (3) consecutive days and not less than three (3) days before the meeting date.</p> <p>The location of the meeting under paragraph one shall be in the area where the Company's head office is located <u>or any other place in the Kingdom. In the case of a meeting via electronic media, the location of the Company's head office shall be considered the location of the meeting.</u></p>
<p>Article 39. The Chairman of the shareowners' meeting has the duty to control the meeting in accordance with the Company's Articles of Association related to meetings. In this regard, the meeting must be conducted in accordance with the order, rules, and agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareowners present at the meeting.</p> <p>When the meeting has completed its consideration of matters as per the first paragraph, shareowners whose shares total not less than one-third (1/3) of the total number of shares sold may ask the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareowners in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting. and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and agenda to shareowners at least seven (7) days before the meeting date, provided that the meeting</p>	<p>Article 39. The Chairman of the shareowners' meeting has the duty to control the meeting in accordance with the Company's Articles of Association related to meetings. In this regard, the meeting must be conducted in accordance with the order, rules, and agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareowners present at the meeting.</p> <p>When the meeting has completed its consideration of matters as per the first paragraph, shareowners whose shares total not less than one-third (1/3) of the total number of shares sold may ask the meeting to consider matters other than those specified in the meeting notice.</p> <p>In the event that the meeting does not complete its consideration of matters in order of the agenda according to paragraph one, or does not complete consideration of matters raised by shareowners in accordance with paragraph two, as the case may be, and it is necessary to postpone consideration, the meeting shall determine the venue, date and time of the next meeting. and the Board of Directors shall send a meeting invitation letter specifying such venue, date, time, and agenda to shareowners at least seven (7) days before the meeting date, provided that the meeting invitation notice <u>shall be advertised in the newspaper or via electronic media according to the criteria specified by</u></p>

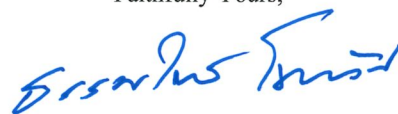
Previous Articles of Association	New Articles of Association
invitation notice <u>shall be advertised in the newspaper</u> for three (3) consecutive days and not less than three (3) days before the meeting date.	<u>the registrar</u> for three (3) consecutive days and not less than three (3) days before the meeting date
Article 56. Dividend payment is divided according to the number of shares, each share equally. Payment of dividends must be made within one (1) month from the date of the shareowners' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareowners and also advertised in the newspaper for three (3) consecutive days.	Article 56. Dividend payment is divided according to the number of shares, each share equally. Payment of dividends must be made within one (1) month from the date of the shareowners' meeting or the Board of Directors passed the resolution, as the case may be. The notice of dividend payment must be notified in writing to shareowners <u>and also advertised in the newspaper or via electronic media according to the criteria specified by the registrar for three (3) consecutive days.</u>
Article 62. There are 3 important seals of the Company, as stamped herein, any one of which may be used. 1 st Seal 2 nd Seal 3 rd Seal   	Article 62. The Company's important seal shall be as herein stamped. 

Total number of shares attended at the meeting was 272,767,865, representing 93.85% of the Company's total paid-up shares.

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- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

Please kindly be informed accordingly.

Faithfully Yours,



(Mr. Thamarat Chokwatana)

President and Executive Chairman