

Ref. No. Thor Bor. 09/2567

29 March 2024

Subject Invitation to the 59th Annual General Meeting 2024

To Shareowners of I.C.C. International Public Company Limited

- Enclosures
1. A copy of Minutes of the 58th Annual General Meeting 2023 held on 24 April 2023 (Agenda 1)
 2. The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) comprising the reports of the Board of Directors and Financial Statements and Sustainability Report 2023 which can be downloaded by scanning the QR Code on the Notification of Meeting Form (Agenda 2, 3).
 3. Profiles of the four nominated persons to the Company's Board of Directors (Agenda 8).
 4. Information regarding the allocation of additional shares to a limited number of persons (Private Placement) (Agenda 6)
 5. Report Form for Capital Increase (F53-4) (Agenda 6)
 6. Definition of Independent Director
 7. The profiles of Independent Directors and Audit Committee members proposed as a proxy for shareowners.
 8. The Company's Articles of Association concerning the Annual General Meeting.
 9. Documents or evidence showing share ownership or proxy to the meeting and the meeting regulations.
 10. Procedures for attending the Annual General Meeting in the hybrid meeting format.
 11. Proxy form B.
 12. How to download the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) and the Annual General Meeting 2024's Supporting Documents with QR Code.
 13. Form to get hard copy of the 2023 Annual Report (Form 56-1 One Report).
 14. Map of the meeting venue.
 15. The Notice of Meeting (Registration form with Barcode). **Please bring this form for registration on the meeting date.**

The Board of Directors resolved to set the date for the 59th Annual General Meeting 2024, on Monday, April 22, 2024 at 2:00 p.m. in the form of a hybrid meeting (Physical and E- AGM) at Chao Phraya Room 1, 3rd floor, Montien Riverside Hotel, 372 Rama 3 Road, Bang Khlo Sub-district, Bang Kho Laem District, Bangkok and through electronic media (E-AGM) in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2020, including other related laws and regulations. (Registration begins at the meeting location and into the E-AGM system starting at 12:00 hrs.)

In the 59th Annual General Meeting 2024, the Company provides the opportunity for shareowners to propose any topic for inclusion in the meeting agenda, and/or, propose a candidate (s) to be considered for company director during December 1-31, 2023. At the end of such period, however, no shareowner proposed any topic to be included in the meeting agenda nor any candidate (s) to be considered for company director.

The agenda of the meeting will be as follows:

Agenda 1 To certify the previous minutes of the 58th General Meeting 2023, held on April 24, 2023.

Facts and reasons: The facts as recorded in the above minutes were complete and correct as presented in the meeting. The Minutes had been prepared within 14 days after the meeting date and had also been submitted to the Stock Exchange of Thailand and Ministry of Commerce in due time as prescribed by the relevant laws, as well as being publicized via the Company's website (<http://www.icc.co.th>) (**Minutes of the Annual General Meeting is available for consideration as Enclosure 1**).

The Board's opinion: The said minutes should be proposed to the meeting for acknowledgement.

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

2. To acknowledge the Annual Reports of the Board of Directors and the 2023 business performance published in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report).

Facts and reasons: The above reports which were published in the 2023 Annual Registration statement/ Annual Report (Form 56-1 One Report) and also appears in the form of QR Code in the Notice of Meeting, have been made in accordance with rules and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and international practice being factually complete and accurate as provided to shareowners enclosed with the Notice of Meeting (Short version) and disseminated on the Company's website (<http://www.icc.co.th>) from 22 March 2024.

[The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) is available for consideration as Enclosure 2].

The Board's opinion: The abovementioned Annual Registration Statement/Annual Report (Form 56-1 One Report) and business performance 2023 should be proposed to the meeting for acknowledgement.

Vote: No voting required since this agenda is intended for acknowledgement.

3. To consider for approval of the financial statements and reports of the auditor as of December 31, 2023.

Facts and reasons: The financial statements and reports of the auditor as of December 31, 2023 have been made in accordance with generally accepted accounting principles and had already been certified by the certified public accountant, as well as having been approved by the Audit Committee and the Board of Directors. Details of the 2022 financial statements are in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report), section 3 Financial Statements from page 134 to page 206, in QR Code form as appeared in the Notice of Meeting.

[The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) is available for consideration as Enclosure 2].

The Board's opinion: The abovementioned financial statements and reports of the auditor as of December 31, 2023 should be proposed to the meeting for approval.

Vote : Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

4. To consider for approval the appropriation of the Company's earnings.

4.1 Annual dividend for the year 2023

Facts and reasons : According to the Company's dividend payment policy, the Company has set a standard to pay dividend at 20% of par value per share. In considering the Company's operating results since January 1, 2023 - December 31, 2023, it was deemed appropriate to pay dividend at Baht 1.40 per share for the shareowners who have their names on the registration book upon the record date as of May 7, 2024 amounting to a total of 290,633,730 shares. Details of the dividend payments are as follows:

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, resulting in a payout ratio of 0.44 times, equal to 140 percent of the par value per share, which is in accordance with the Company's dividend payment policy. The date for dividend payment is scheduled for 21 May 2024.

The Board's opinion: It is considered appropriate to propose to the general meeting of shareowners for approval of the annual dividend payment for 2023 at THB 1.40 per share, with dividend payment information as follows:

Description	Unit	2023 Payment date 21 May 2023 (Year proposed)	2022 Payment date 23 May 2022 (Last year)	% 2023/2022
1. Net profit	Baht	915,330,979.00	587,884,935.00	155.70
2. Number of shares	Shares	290,633,730	290,633,730	100.00
3. Dividend paid per share	Baht	1.40	1.00	140.00
- Dividend : cash		1.14412374641		
- Dividend : dividend shares at the rate of 3.9081391335 existing shares per 1 dividend share		0.25587625359		
4. Amount of dividend	Baht	406,887,222.00	290,633,730.00	140.00
5. Payout ratio	Times	0.44	0.49	89.80

Vote : Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

4.2 Statutory reserve

Facts and reasons: As of December 31, 2023, the Company's registered capital was Baht 500,000,000.-

with paid-up capital of Baht 290,633,730.- and statutory reserves amounting to Baht 50,000,000.-, equivalent to 10% of the registered capital. Therefore, it is deemed appropriate not to allocate any additional funds as statutory reserve, as the full amount has already been completely reserved in accordance with the Company's Articles of Association.

The Board's opinion: The matter should be proposed during the meeting for shareowners' approval not to arrange any additional statutory reserve, as the required full amount had already been completely reserved in accordance with the Company's Articles of Association.

Vote : Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

4.3 General Reserve

Facts and reasons: To strengthen the Company's financial reserve and business operation as well as to increase shareowners' wealth, it is deemed appropriate for an allocation of 10 % of the 2023 net profit as general reserve at the amount totaling THB 91,533,097.90.

The Board's opinion : It should be proposed to shareowners during the meeting for approval to allocate as general reserve 10% of the 2023 net profit, totaling THB 91,533,097.90.

Vote : Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

5. Consideration and approval of the reduction of the Company's registered capital and amendment to Clause 4 of the Memorandum of Association to be consistent with the reduction of registered capital.

Facts and reasons: From Agenda item 4.1 pursuant to the planned annual dividend payment of 2023 being in the form of common shares of the Company and in order to comply with the Public Limited Companies Act, B.E. 2535, Section 136 which stipulates that "a company may increase capital from the amount already registered by issuing additional new shares only when all shares have been issued and paid up; or in the case where the shares have not yet been sold in full the remaining shares must be shares issued to support the convertible bonds, or warrants to purchase shares".

The Company therefore needs to 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.

The Board's opinion: It is deemed appropriate to propose to the general meeting of shareowners for consideration and approval to reduce the registered capital of the Company and amend Section 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital.

Vote : A vote of not less than three-quarters of the total number of votes of shareowners present and having the right to vote at the meeting is required.

6. Consideration and approval of an increase in the Company's registered capital to support the payment of stock dividends and amending Section 4 of the Memorandum of Association to be in line with the increase in the registered capital of the company.

Facts and reasons: To support the payment of dividends in the form of the Company's common shares, it was deemed appropriate to increase the registered capital of the Company 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.

In addition, the meeting of the Board of Directors resolved to propose to the shareowners' meeting to consider and approve the authorization of the Board of Directors and/or persons assigned by the Board of Directors to take any action regarding the issuance, offering, allocation, and subscription of said additional common shares, including the following actions:

- (1) Stipulating, amending and adding details regarding the issuance, offering, allocation and subscription of capital increase common shares, date of sale of capital increase common shares, and methods for paying for additional common shares (The allocation and subscription period may be determined at one time or several times.) including various actions related to the issuance, offering, allocation and subscription of such additional common shares, and supervising the delivery and disclosure of information and details thereof to the Stock Exchange of Thailand.
- (2) Signing, editing, changing, contacting or reporting various items in various permit application documents and evidence which may be necessary and related to the issuance, offering, allocation, subscription and delivery of such additional common shares, including contacting and submitting said permission applications and evidence to the Ministry Commerce, Office of the SEC, Stock Exchange of Thailand, government agencies or other related agencies and the listing of the Company's additional common shares on the Stock Exchange of Thailand, and has the power to take

any other action that is necessary and appropriate in order to ensure that the issuance, offering for sale and allocation of said additional common shares to the Company's limited circle of persons can be accomplished.

- (3) In the event that the Company is unable to allocate additional common shares to a limited number of persons within 3 months from the date of the shareowners' meeting which resolved to approve the offering of newly issued shares, the Board of Directors and/or persons authorized by the Board of Directors are authorized to complete the offering of shares within 12 months from the date the shareowners' meeting resolved to approve the offering of newly issued common shares to persons in a limited circle in a total value 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 www.setsmart.com)

In this regard, according to the Announcement TorChor. 28/2565, the company must complete the stock offering within the time period approved by shareowners' meeting but it must not exceed 3 months from the date the shareowners' meeting resolved to approve the offering of newly issued shares, or the Company must complete the share offering within 12 months from the date the shareowners' meeting resolved to approve the share offering. In the case that the shareowners' meeting has an explicit resolution that after the said 3-month period has elapsed, the Board of Directors or the person assigned by the Board of Directors are authorized to set the offering price according to the market price during the offering period, the matter shall proceed accordingly.

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.

[Details of the issuance, offering and allocation of additional common shares of the Company according to the information regarding the allocation of additional common shares to a limited number of persons (Private Placement) of I.C.C. International Public Company Limited (please see attachment 4) and the capital increase report form (F53 -4) (Please see attachment 5)]

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.

The Board's opinion: It is deemed appropriate to propose to the general meeting of shareowners to consider and approve the increase in the registered capital of the Company to support the payment of stock dividends and the amendment of Clause 4 of the Memorandum of Association to be consistent with the increase in the Company's registered capital.

Vote : A vote of not less than three-quarters of the total number of votes of shareowners present and having the right to vote at the meeting is required.

7. Consideration and approval of the allocation of additional common shares to support the payment of stock dividends and increasing capital for private placement.

Facts and reasons: From Agenda item 6, it is deemed appropriate to consider allocating 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 shareholder 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.

The Board's opinion: It is deemed appropriate to propose to the general meeting of shareowners for consideration and approval the allocation of additional common shares to support the payment of stock dividends and support the capital increase for a limited number of persons (Private Placement).

Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

8. To consider election of new directors to replace the directors whose tenure is completed.

Facts and reasons : According to the Company's Articles of Association, one-third (1/3) of the directors shall retire from office during the Annual General Meeting, and these directors may be re-elected.

At present, the Company has 12 directors, and the following 4 directors have to resign from office:

- | | | |
|-----------------|--------------------------|--|
| 1. Surat | Wongrattanapassorn Ph.D. | Director |
| 2. Mrs. Kobsuk | Sangsawad | Director |
| 3. Mr. Koravit | Narongkananukul | Director |
| 4. Mr. Nathporn | Chatusripitak | Independent Director and Member of the Audit Committee |

In the selection process, the Company provided the opportunity for shareowners to nominate persons with appropriate qualifications for election to the Board of Directors during the 59th Annual General Meeting 2024. However, no nominations have been made

The Nomination committee, therefore, considered individual candidates according to the criteria for selecting directors and the process set by the Company, having qualifications in accordance with relevant regulations and deemed to be suitable for the Company's business operations, as well as possessing qualities which are in line with the Board Diversity policy, whether in terms of knowledge base and education, capabilities, professional skillset, gender, age and experience, including an unblemished professional record, having no traits prohibited by law or the Company's Articles of Association, possessing leadership and vision, ethics and high moral character, who has a positive attitude toward the organization and sufficient time to devote to corporate responsibilities for the benefit of the Company's business operation. A Board Skills Matrix was prepared which defined the desired characteristics in a candidate, with emphasis on needed skills, including specialized professionals and expertise which may currently be lacking, in order to ensure that the Board comprised individuals qualified with required knowledge and expertise to meet the needs of those positions soon to be vacated and in line with the Company's business strategies.

Moreover, consideration was also given to persons listed in the Directory of Professional Directors of the Thai Institute of Directors Association (IOD) and to the independence of the Independent Director in terms of efficiency in carrying out duties and responsibilities, including the ability to express views with independence in accordance with relevant guidelines, applicable laws and regulations pertaining to independent directors as part of a transparent selection process which creates confidence among shareowners. It is deemed appropriate to propose to the general meeting of shareowners to consider reappointing the 4 directors who have resigned from their positions upon completion of their terms to the position of directors of the Company for another term.

The Board's opinion: The Board of Directors, excluding those who may have conflicts of interest, Consider and scrutinize the qualifications carefully and carefully. And according to the opinion of the individual selection committee, it is seen that all 4 directors have all the qualifications according to the Public Limited Companies Act B.E. 2535 and the requirements of the SEC and have been considered according to the process set by the company. and have qualifications in accordance with relevant regulations and suitable for the company's business operations Be a qualified person, have knowledge, ability, experience and always doing benefits for the company and those nominated as independent directors can express their opinions freely. Have qualifications in accordance with the law regarding the requirements regarding independent directors. As for those who are members of the sub-committees, they have performed their duties as sub-committee members very well. It was deemed appropriate to propose to the

general meeting of shareholders to appoint all 4 directors who had resigned from their positions upon completion of their tenure to return to the position of company directors in 2024 and manage the business for another term.

(The profile of the nominated directors is included as Enclosure3.)

In addition, the Company has defined independent directors in compliance with rules and regulations of the Capital Market Supervisory Board. **(Details of definition of the independent directors can be observed from Enclosure 6.)**

Vote : Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

9. To consider the determination of directors' remuneration.

Facts and reasons : According to the Company's Articles of Association, the Company is not allowed to pay any money or assets to directors, except a remuneration pursuant to their right and such other compensation as usually paid to them as a director of the Company. With careful consideration, taking into account the Company's performance, factors which may possibly impact on the Company or overall economic conditions, assessment results of the directors' performance, as well as scrutiny of their suitability with the responsibilities and duties thereof, and benchmarking with the rate of other companies of similar size in the same industry, the Remuneration Committee deemed it appropriate to determine directors' remuneration for their hard work at the same amount as the previous year which is not exceeding Baht 20 million per year (the same rate as having been applied since 2002). Moreover, it is also proposed that remuneration be provided for duties on the various committees which excludes compensation or benefits that directors are entitled to as employees of the Company. Details of Directors' remuneration are as follows:

(Unit : Baht)

Remuneration Component	Remuneration Criteria	2023 (Years in office from Apr.22 - Apr.23)	2022 (Years in office from Apr.21 - Apr.22)
Gratuity	All directors	6,850,000	3,550,000
Conference Allowance (including subsidiary committee)	Directors who attended the meeting	3,042,000	2,346,000
Director's Fee	Chair only	- None -	- None -
Other Benefits		- None -	- None -
รวม		9,892,000	5,896,000

The 2023 remuneration for each director can be observed from the 2023 Annual Registration Statement/ Annual Report (Form 56-1 One Report) of Remuneration Directors from page 115 - 117.

The Board's opinion : It is deemed appropriate to propose to shareowners during the meeting for approval the directors' remuneration at the same amount as last year which is not exceeding Baht 20 million per year as recommended by the Remuneration Committee. The allocation should be under the Remuneration Committee's

responsibility and shall be effective every year until any further change is made, as remuneration for the following duties:

1. The duties of company director
 - Annual Remuneration (Gratuity) paid to every director
 - Meeting allowance paid to attending directors
 - Chairman 12,000 Baht / one meeting
 - Director 10,000 Baht / one meeting
2. The duties of Audit Committee
 - Quarterly Meeting allowance paid to attending directors
 - Chairman 24,000 Baht / one meeting
 - Director 20,000 Baht / one meeting
 - Meeting allowance paid to attending directors
 - Chairman 12,000 Baht / one meeting
 - Director 10,000 Baht / one meeting
3. In carrying out the duties of Nomination Committee, Remuneration Committee, Risk Management Committee and Corporate Governance and Sustainable Development Committee, meeting allowance shall be paid to attending directors at Baht 10,000 each/meeting.

Vote: Not less than two-thirds of the total votes of shareowners who attend the meeting and are eligible to vote shall be required.

10. To consider the appointment of auditor and approve the audit fee

Facts and reasons: According to the Company's Articles of Association, the auditors shall not be a director, staff, employee or hold any position in the Company. The auditors shall be elected at the Annual General Meeting every year and previous auditors may be re-elected to perform the duties. In the 58th Annual General Meeting 2023, a resolution was passed to elect Mr. Krit Thammatatto and/or Mr. Ekkasit Chuthamsatid and/or Mr. Bunyarit Thanormcharoen and/or Mr. Watchara Pattarapitak with registration No. 11915 and/or No. 4195 and/or No. 7900 and/or No. 6669 from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the year 2023.

For 2024, the Audit Committee considered the selection of auditors based on their experience, generally accepted auditing standards, performance efficiency, auditing expertise and independence, including the amount of work and the audit fee, compared to other listed companies at the same level, with qualifications according to the Company's Articles of Association and regulations of the Federation of Accounting Professions, the Securities and Exchange Commission and the Stock Exchange of Thailand. It was deemed appropriate to elect:

1. Mr. Krit Dhammathatto, Certified Public Accountant with registration No. 11915
(has signed in the Company's Financial Statements since 2022), and/or
2. Mr. Ekkasit Chuthamsatid, Certified Public Accountant with registration No. 4195
(has signed in the Company's Financial Statements 2017 - 2021), and/or

3. Mr. Bunyarit Thanormcharoen, Certified Public Accountant with registration No. 7900

(has signed in the Company's Financial Statements since 2012 - 2016), and/or

4. Mr. Watchara Pattarapitak, Certified Public Accountant with registration No. 6669

(has never signed in the Company's Financial Statements).

from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the year

2024 for the 3rd year, with any one of the four certified public accountants being authorized to audit and sign the

financial statements of the Company, with the following remuneration:

(Unit : Baht)

	2024 (Proposed year)	2023 (Last year)	% 67/66
Annual auditing fee	2,360,000	2,360,000	-
Reviewing fee per each quarter	435,000 (145,000*3)	435,000 (145,000*3)	-
	2,795,000	2,795,000	-
Total	-None-	-None-	-None-

And it was agreed that the Annual General Meeting should also acknowledge the fees for the audits of subsidiary companies in 2024.

Subsidiary company	2024 (Baht)	2023 (Baht)
1. WBRE Co., Ltd. Auditor/Audit Office	70,000 Ms. Pornsiri Pongtuksin Pongcharoen cpa & best solution Part., Ltd.	280,000 Mr. Ekkasit Chuthamsatid Mr. Krit Dhammathatto KPMG Phoomchai Audit Co., Ltd.
2. Thai Itokin Co., Ltd. Auditor/Audit Office	150,000 Mrs. Supreeya Saengudomlert Ms. Phachara Phacharawanit Thammakarn Accounting Office	150,000 Mrs. Supreeya Saengudomlert Ms. Phachara Phacharawanit Thammakarn Accounting Office
3. Tiger Distribution and Logistics Co., Ltd. Auditor/Audit Office	120,000 Mrs. Supreeya Saengudomlert Ms. Phachara Phacharawanit Thammakarn Accounting Office	120,000 Mr. Natee Sangudomlert Mr. Wichai Pananiramai Thammakarn Accounting Office
4. Canchana International Co., Ltd. - Annual audit fee	96,296	96,296
V Chartered Accountants	(≈2,750 USD)	(≈2,750 USD)
- Audit fee ACAR	148,120	148,120
Advance Grand Formula	(≈4,230 USD)	(≈4,230 USD)
Total	584,416	793,057

The Company's subsidiaries did not use the same auditor as the Company because:

- W.B.R.E. Company Limited has plans to close and will discontinue operations around the 2nd quarter of 2024. In addition, it was able to negotiate with a new auditor, Pongcharoen CPA and Best Solutions Ltd., who is an auditor with experience in auditing real estate companies and the audit fee is appropriate to the workload.
- Thai Itokin Co., Ltd. used the same auditor because the audit fee is the same as last year.
- Canchana International Co., Ltd. is a company located abroad and used the same auditor because the audit fee is the same as last year and is more convenient and flexible than using the same auditor as a company in Thailand.
- Tiger Distribution and Logistics Co., Ltd. used the same auditor because the audit fee is the same as last year.

Meanwhile, 10 other affiliates of the Company such as Thai Secom Security Company Limited which uses the same auditor as the Company. Nevertheless, despite the fact that a number of subsidiary companies and associated companies do not use the same auditor (s) as ICC's, the Company's Board of Directors is still able to provide management oversight to ensure that these companies prepare and complete their Financial Statements within the required time frame.

The Board's opinion: Agreed as recommended by the Audit Committee to propose to the Annual General Meeting the appointment of Mr. Krit Thammatatto and/or Mr. Ekkasit Chuthamsatid and/or Mr. Bunyarit Thanormcharoen and/or Mr. Watchara Pattarapitak with registration No. 11915 and/or No. 4195 and/or No. 7900 and/or No. 6669 from the KPMG Phoomchai Audit Co., Ltd., to be the Company's certified public accountants for the 3rd year in 2024, including determination of the auditing remuneration as proposed.

It was also agreed to propose for acknowledgement at Annual General Meeting the auditing fee for subsidiary companies in 2023. It is noted that the proposed auditors have no relation nor conflict of interest with the Company, subsidiary companies, executives, major shareowners or their connected persons. Therefore, they are independent to audit and give their opinions to the company's Financial Statements.





Vote: Majority vote of shareowners who attend the meeting and are eligible to vote shall be respected.

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

Facts and reasons: To be in line with the Public Limited Companies Act (No. 4) B.E. 2022 with additional amendments, and consistent with current operations, it is deemed appropriate to amend the Company's Articles of Association in Article 28, Article 34, Article 39, Article 56, and Article 62 as follows.

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 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>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 deliver it to shareowners and the Registrar not less than seven (7) days before the meeting date.</p> <p>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>

Previous Articles of Association	New Articles of Association
<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</u> for three (3) consecutive days and not less than three (3) days before the meeting date.</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 the registrar</u> for three (3) consecutive days and not less than three (3) days before the meeting date.</p>
<p>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.</p>	<p>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</u> for three (3) consecutive days.</p>

Previous Articles of Association	New Articles of Association
<p>Article 62. There are 3 important seals of the Company, as stamped herein, any one of which may be used.</p> <p>1st Seal 2nd Seal 3rd Seal</p> <div style="display: flex; justify-content: space-around;">    </div>	<p>Article 62. The Company's important seal shall be as herein stamped.</p> <div style="text-align: center;">  </div>

In this regard, the person assigned by the Board of Directors is authorized to register amendments to the Company's Articles of Association at the Department of Business Development, Ministry of Commerce and to amend and add wording thereto to comply with the registrar's orders.

The Board's opinion: It is deemed appropriate to propose to the general meeting of shareowners to consider and approve the amendments to Article 28, Article 34, Article 39, Article 56 and Article 62 of the Company's Articles of Association, as proposed.

Vote: A vote of not less than three-quarters of the total number of votes of shareowners present at the meeting and having the right to vote is required.

12. To consider other matters (if any).

Shareowners are cordially invited to attend the meeting on the date, time and place mentioned above, and cooperation is requested from shareowners who wish to attend the meeting, to please register at the meeting place from 12:00 to 14:00 hrs. in accordance with the regulations of the Stock Exchange of Thailand in the hybrid meeting format.

Shareowners who wish to attend the meeting via electronic media (E-AGM), please follow the guidelines for attending the shareowners' meeting via electronic media (E-AGM) (Attachment 10), the Company will open registration to participate in the Meeting via electronic media (E-AGM) from 11 April 2023 to 22 April 2024 until the meeting is closed.

If you have any queries or questions related to the meeting agenda, please submit these in advance of the meeting date to the Board of Directors' Secretariat Office via E-Mail: iccsset@icc.co.th specifying your name, address, telephone and E-Mail (if any) so that we can contact you. The Board of Directors' Secretariat Office shall collect and submit all questions to the President and Executive Chairman for consideration and the Company shall consider responding to such questions at the meeting.

In case you are unavailable to attend the meeting in person and would like to appoint a proxy, please use the proxy form attached herewith as **Enclosure 11** or the form stipulated by the Ministry of Commerce which can be downloaded from the Company's website : <http://www.icc.co.th>, with three options.

- If you are foreign investors who appoint a local custodian in Thailand as shares depository, any proxy form: Type A or B or C is usable.
- For other shareowners, only Type A or B can be used.
- Shareowners are advised to review the details of agenda items before appointing a proxy.

In case that you wish to appoint an independent director or member of the Audit Committee as a proxy to attend the meeting, please study and consider the profiles of independent directors and the Audit Committee proposed by the Company to be proxies of shareowners as **Enclosure 7**. Shareowners will not be able to attend the meeting and cast their votes, as they have already appointed an independent director and the Audit Committee as their proxy (except for shareowners who cancel the proxy form).

The aforesaid three Independent Directors and Audit Committee members have no conflict of interest with all agendas. (Mr. Nathporn Chatusripitak is Independent Directors and Audit Committee member, has conflict of interest in agenda 8 since they are company directors who resigned in due course and have been proposed by the Nomination Committee to resume their position during the Annual General Meeting this year.)

For this 2024 Annual General Meeting, the Company has prepared the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) comprising the annual reports of the Board of Directors and Financial Statements, as well as the Sustainability Report of 2023 in the form of QR Code as appeared in the Notice of Meeting (the Registration form with Barcode), sent with this Notice of Meeting (Short version). If any shareowner wishes to receive hard copies of the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) and the Sustainability Report 2023, of which the content is the same as in the QR Code format, please make a request by filling out the form (Enclosure 13) and returning it to the Company through the specified channels. The Company will then send you the hard copy of the requested report.

The Company requests your cooperation in sending the proxy form to the Company at least 3 business day before the meeting date (ends on April 17, 2024) for convenience and speed in checking evidence in advance. The Company will proceed with registration using the Barcode system. If you wish to cancel your proxy, this can be done by written notification to the Company Secretary by 19 April 2024 at 12:00 noon.

As the registration shall be done by the barcode system, therefore shareowners and appointed proxies are kindly requested to bring with them the **Notice of Meeting with barcode registration form (Enclosure 15) to the meeting** in order to facilitate the registration.

All documents to be returned to the Company not less than three business day prior to the meeting (deadline is on April 17, 2024) shall be addressed to:

Mrs. Duangrudee Milintangul (Share Registration)

Company Secretary

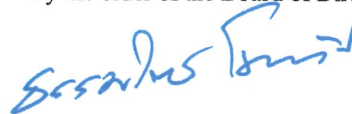
I.C.C. International Public Company Limited

530 Soi Sathupradit 58,

Bangpongpan, Yannawa,

Bangkok 10120

By the order of the Board of Directors



(Mr. Thamarat Chokwatana)

President and Executive Chairman