

Ref. No. Thor Bor. 09/2568

28 March 2025

Subject Invitation to the 60<sup>th</sup> Annual General Meeting 2025

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

- Enclosures
1. A copy of Minutes of the 59<sup>th</sup> Annual General Meeting 2024 held on 22 April 2024 (Agenda 1).
  2. The 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) comprising the reports of the Board of Directors and Financial Statements and Sustainability Report 2024 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 7).
  4. Information regarding the allocation of additional shares to a limited number of persons (Private Placement) (Agenda 5).
  5. Report Form for Capital Increase (F53-4) (Agenda 5).
  6. Information about related party transactions of I.C.C. International Public Company Limited (Agenda 10).
  7. Report of the Independent Financial Advisor's Opinion Regarding the Connected Transaction of Providing Financial Assistance to Thanulux Public Company Limited (Agenda 10).
  8. Definition of Independent Director.
  9. The profiles of Independent Directors and Audit Committee members proposed as a proxy for shareowners.
  10. The Company's Articles of Association concerning the Annual General Meeting.
  11. Documents or evidence showing share ownership or proxy to the meeting and the meeting regulations.
  12. Procedures for attending the 60<sup>th</sup> Annual General Meeting for the year 2025.
  13. Proxy form B.
  14. Using QR Code to download the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report), the 2024 Sustainability Development Report, and documents for the 2025 Annual General Meeting.
  15. Form to get hard copy of the 2024 Annual Report (Form 56-1 One Report).
  16. Map of the meeting venue.
  17. 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 60<sup>th</sup> Annual General Meeting 2025, Monday of April 28, 2025 at 2:00 p.m. at the Kingbridge Hall 4<sup>th</sup> floor, Kingbridge Tower No. 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120

In the 60<sup>th</sup> Annual General Meeting 2025, 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, 2024. 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 59<sup>th</sup> General Meeting 2024, held on April 22, 2024.

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 2024 business performance published in the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report).

Facts and reasons: The above reports which were published in the 2024 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 28 March 2025.

**[The 2024 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 2024 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, 2024.

Facts and reasons: The financial statements and reports of the auditor as of December 31, 2024 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 financial statements are in the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report), section 3 Financial Statements from page 132 to page 206, in QR Code form as appeared in the Notice of Meeting.

[The 2024 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, 2024 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 2024

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, 2024 - December 31, 2024, it was deemed appropriate to pay dividend at Baht 1.00 per share for the shareowners who have their names on the registration book upon the record date as of May 8, 2025 amounting to a total of 365,000,000 shares. Details of the dividend payments are as follows:

1. Pay dividends in cash at the rate per share of THB 0.63013698631 (11 decimal places), amounting to total dividends of THB 230,000,000.-.
2. Pay dividends in the form of the Company's common shares, not exceeding 135,000,000 shares, with a par value of THB 1.- per share, at the rate of 2.7037037037 original shares per 1 dividend share, calculated as dividend payment. at the rate per share of THB 0.36986301369 (11 decimal places), amounting to total dividends of THB 135,000,000.-.

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 0.36986301369.

The summation of dividend payments in the form of cash and stock dividends is equal to the rate of THB 1.00 per share, amounting to total dividends of THB 365,000,000.-. 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 0.36 times, equal to 100 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 27 May 2025.

The Board's opinion: It is considered appropriate to propose to the general meeting of shareowners for approval of the annual dividend payment for 2024 at THB 1.00 per share, with dividend payment information as follows:



Description	Unit	2024 Payment date 27 May 2025 (Year proposed)	2023 Payment date 21 May 2024 (Last year)	% 2024/2023
1. Net profit	Baht	1,008,566,450.00	915,330,979.00	110.19
2. Number of shares	Shares	365,000,000	290,633,730	125.59
3. Dividend paid per share	Baht	1.00	1.40	71.43
- Dividend : cash		0.63013698631	1.14412374641	
- Dividend : dividend shares at the rate of 2.7037037037 existing shares per 1 dividend share		0.36986301369	0.25587625359 At the rate of 3.9081391335 existing shares per 1 dividend share	
4. Amount of dividend	Baht	365,000,000.00	406,887,222.00	89.71
5. Payout ratio	Times	0.36	0.44	81.82

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, 2024, the Company's registered capital was Baht 365,000,000.- and statutory reserves amounting to Baht 50,000,000. 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 2024 net profit as general reserve at the amount totaling THB 100,856,645.-

The Board's opinion : It should be proposed to shareowners during the meeting for approval to allocate as general reserve 10% of the 2024 net profit, totaling THB 100,856,645.-

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



5. 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 135,000,000.- from the original registered capital of THB 365,000,000.- so as to render the new registered capital of THB 500,000,000.- by issuing 135,000,000 common shares with a par value of THB 1.- per share to support the payment of stock dividends not exceeding 135,000,000 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 2024 is equal to THB 29,338 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 30.62 per share, totaling not more than THB 45,930, which is the market price based on the weighted average price of the Company's shares calculated over 15 consecutive business days between January 30, 2025, and February 20, 2025, equaling 30.62 Baht per share (information from SETSMART at www.setsmart.com). (This follows the criteria of the Capital Market Supervisory Board Notification No. TorJor. 28/2565 regarding the Permission for Listed Companies to Offer Newly Issued Shares to Specific Persons, dated December 28, 2022. The determined price is the weighted average price over not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date the Board of Directors resolves to determine the offering price,) in order to render the Company's registered capital at THB 500,000,000.- as requested for approval.

The Company expects that the entire stock trading process will be completed by June 2025 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 45,930.-, which is the market price based on the weighted average price of the Company's shares calculated over 15 consecutive business days between January 30, 2025, and February 20, 2025, equaling 30.62 Baht per share (information from SETSMART at www.setsmart.com). (This follows the criteria of the Capital Market Supervisory Board Notification No. TorJor. 28/2565 regarding the Permission for Listed Companies to Offer Newly Issued Shares to Specific Persons, dated December 28, 2022. The determined price is the weighted average price over not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date the Board of Directors resolves to determine the offering price.)

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 Enclosure 4) and the capital increase report form (F53-4) (Please see Enclosure 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	500,000,000.00 Baht
	Divided into	500,000,000 shares
	Par value	1.00 Baht
	Comprising	
	Common shares	500,000,000 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-fourths 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 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 5, it is deemed appropriate to consider allocating additional common shares in the amount of not more than 135,000,000 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 2.7037037037 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 0.36986301369 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 135,000,000.



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.

7. To consider election of new directors to replace the directors whose tenure is completed. And consider changing the authority of the company's board of directors.

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. Mr.Thamarat Chokwatana     | President and Executive Chairman                  |
| 2. Thiraphong Vikitset Ph.D.  | Independent Director and Audit Committee Chairman |
| 3. Ms. Munchusa Terapongpipat | Director  |
| 4. Mrs. Chailada Tantivejakul | Director  |

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 60<sup>th</sup> Annual General Meeting 2025. 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. However, as Ms. Munchusa Terapongpipat has expressed her intention not to serve for another term due to other commitments, the Nomination Committee deems it appropriate to propose to the Annual General Meeting of Shareholders to elect Ms. Suthida Jongjenkit as a director of the Company to replace Ms. Munchusa Terapongpipat. This recommendation is based on Ms. Suthida Jongjenkit's qualifications, knowledge, capabilities, and her fulfillment of all qualifications according to the Company's regulations, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand. She has been evaluated through the Company's established process, meets all relevant regulatory requirements, and is suitable for the Company's business operations.

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 3 directors have all the qualifications according to the Public Limited Companies Act B.E. 2535 and therequirements of the SEC and the Stock Exchange of Thailand, and have been considered according to the process set bythe company. and have qualifications in accordance with relevant regulations and suitable for the company's businessoperations 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 3 directors who had resigned from their positions upon completion of their tenure to return to the position of company directors in 2025 and manage the business for another term and to appoint Ms. Suthida Jongjenkit as a director of the Company to replace Ms. Munchusa Terapongpipat, whose term has expired and who has declined to serve for another term" carries an appropriate level of formality and precision for official corporate documentation.

Thiraphong Vikitset Ph.D., an Independent Director who has held the position for more than 9 consecutive years, with a total tenure as Independent Director of 28 years including this proposed term, still possesses all the qualifications required for the Company's Independent Directors. He is a qualified individual with knowledge, capabilities, and experience in areas needed by the Company, and can effectively perform duties as an Independent Director. Furthermore, he can provide independent opinions and possesses qualifications in compliance with relevant laws and regulations concerning Independent Directors.



Additionally, approval is sought to amend the authorized signatories of the Company to align with the changes in directorship. **(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 8.)**

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

8. 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	2024 (Years in office from Apr.23 - Apr.24)	2023 (Years in office from Apr.22 - Apr.23)
Gratuity	All directors	6,850,000	3,650,000
Conference Allowance (including subsidiary committee)	Directors who attended the meeting	3,064,000	3,124,000
Director's Fee	Chairman only	- None -	- None -
Other Benefits		- None -	- None -
รวม		9,914,000	6,774,000



The 2024 remuneration for each director can be observed from the 2024 Annual Registration Statement/  
Annual Report (Form 56-1 One Report) of Remuneration Directors from page 112 - 113

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.

9. 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 59<sup>th</sup> Annual General Meeting 2024, 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 2024.

For 2025, 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 2025 for the 4<sup>th</sup> term, 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)

	2025 (Proposed year)	2024 (Last year)	% 2025/2024
Annual auditing fee	2,150,000	2,360,000	91.10
Reviewing fee per each quarter	450,000 (150,000*3)	435,000 (145,000*3)	103.45
Total	2,600,000	2,795,000	93.02
Additional service fees	-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	2025 (Baht)	2024 (Baht)
1. TNLX Co., Ltd.	800,000	1,040,000
- Audit fees	700,000	940,000
- Additional service fees	100,000	100,000
	Mr. Krit Dhammathatto Mr. Ekkasit Chuthamsatid Mr. Watchara Pattarapitak Mr. Bunyarit Thanormcharoen KPMG Phoomchai Audit Co., Ltd	Mr. Wichart Lokatekrawee Mr. Somsak Chirathitiamphyvong Ms. Kamontip Lertwitworatet EY Office Co., Ltd.
2. Thai Itokin Co., Ltd. Auditor/Audit Office	400,000	145,000
	Mr. Krit Dhammathatto Mr. Ekkasit Chuthamsatid Mr. Watchara Pattarapitak Mr. Bunyarit Thanormcharoen KPMG Phoomchai Audit Co., Ltd	Mrs. Supreeya Saengudomlert Ms. Phachara Phacharawanit Thammakarn Accounting Office
3. Tiger Distribution and Logistics Co., Ltd. Auditor/Audit Office	450,000	120,000
	Mr. Krit Dhammathatto Mr. Ekkasit Chuthamsatid Mr. Watchara Pattarapitak Mr. Bunyarit Thanormcharoen KPMG Phoomchai Audit Co., Ltd	Mr. Natee Sangudomlert Thammakarn Accounting Office
4. Canchana International Co., Ltd.	119,916 (≈3,400 USD)	244,416
- Annual audit fee	} Advance Grand Formula	96,296 (≈2,750 USD) V Chartered Accountants
- Audit fee ACAR		148,120 (≈4,230 USD) Advance Grand Formula
Total	1,769,916	1,594,416

Canchana International Co., Ltd. did not use the same auditor as the Company because it is located abroad. The company maintained its existing auditor as the audit fee remains the same as last year, and this arrangement provides more convenience and flexibility than using the same auditor as the parent company in Thailand.



Meanwhile, 11 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 4<sup>th</sup> term in 2025, 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 2025. 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.

10. To Consider and approve the extension of term loan to Thanulux Public Company Limited which is a connected person.

Facts and Reasons: In order to manage the Company's cash flow to be more efficient, and for the Company to receive a fixed annual return of 6% which is a higher rate of return than investing in deposits money with the financial institutions. The Board of Director excluding the director who has conflict of interest (Mr. Thamarat Chokwatana is the President and Executive Chairman of the Company as well as the Vice Chairman of TNL) deemed it appropriate to propose to the shareholders' meeting to consider and approve the extension of term loan to Thanulux Public Company Limited ("TNL") for another 2 years within the existing loan amount of THB 500 million., a connected person of the Company, as TNL's major shareholder is Saha Pathana Inter-Holding Public Company Limited ("SPI") which holds 42.66 percent of TNL's total issued and sold ordinary shares (Information as of March 12, 2025), which SPI is the major shareholder of the Company. The entering into a financial assistance transaction to TNL is considered as a transaction with a connected person of a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the "Notifications on Connected Transactions"). In this regard, the connected transactions as detailed above is considered as a financial assistance to connected person or the company where the connected persons hold more shares than the listed company which requires the Company to consider the transaction size of less than THB 100 million or 3 percent of NTA, whichever lower. The transaction size of this financial assistance to TNL transaction is 1.91 percent of the net tangible assets (NTA) (net tangible assets (NTA) according to the Company's

audited consolidated financial statements ending December 31, 2024 which equal to THB 29,338 million) and including any related transactions with any other connected transactions with the same connected persons or related persons or close relatives of such persons within the six months prior to the date of the transaction agreement in this case.

Since such transactions have a transaction size of exceeding THB 100 million or 3 percent of the Company's net tangible assets, depends on which one is lower. As a result, the Company must acquire the approval from the Board of Directors as well as preparing and disclosing information regarding the entering into of the Company's transactions to the Stock Exchange of Thailand ("SET") according to the Notification on Connected Transactions and propose an approval from the shareholders meeting which shall resolve to approve with the vote of not less than three-fourths of the total votes of shareholders who attend the meeting and having the right to vote, excluding the shareholder who has conflict interest, and the appointment of an independent financial advisor (IFA) which must be approved by the Securities and Exchange Commission ("SEC") to provide the opinion on this connected transaction to the Company's shareholders.

**(Please consider the details of the financial assistance transaction which appears in Enclosure 6 and Enclosure 7.)**

The Board's Opinion : The Board of Director excluding the director who has conflict of interest (Mr. Thamarat Chokwatana is the President and Executive Chairman of the Company as well as the Vice Chairman of TNL) has carefully considered that the entering into this transaction is reasonable and benefit the Company and Company's shareholders, by having a fixed interest return of 6% per annum, which is higher than the return on deposits with financial institutions, and it is the management of the Company's cash flow for the utmost benefit of the Company. The Board of Director considered that TNL is a company which has strength and has the ability to repay the loan. Therefore, proposed the shareholders' meeting to consider approving the extension of term loan to Thanulux Public Company Limited ("TNL") for another 2 years within the existing loan amount of THB 500 million.

The Audit Committee's Opinion: The Audit Committee has carefully considered this transaction and views it as appropriate and beneficial to the company and its shareholders. The transaction offers a fixed interest return of 6% per annum, which is higher than the return on deposits with financial institutions. Additionally, TNL is a financially strong company with the capability to repay the loan.

Vote : This agenda shall be approved by the vote of not less than three-fourths of the total votes of shareholders who attend the meeting and having the right to vote, excluding the shareholder who has conflict interest. In this regard, the interested shareholders were consisted of Saha Pathana Inter-Holding Public Company Limited as a major shareholder of the Company and TNL which was considered as an interested person in this transaction . The list of shareholders of the Company as of 11 March 2025, the record date for determining the names of shareholders who are entitled to attend the meeting (Record Date), there are shareholders who are the interested persons who do not entitled to vote this agenda which are as follows :



The interested shareholders	Number of Shares Held (Shares)	Percentage of paid-up registered capital of the Company (%)
Saha Pathana Inter-Holding Public Company Limited	88,539,874	24.26

11. 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.

**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: [iccset@icc.co.th](mailto:iccset@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 13** 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 9**. 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. (Thiraphong Vikitset Ph.D. is Independent Director and Audit Committee chairman, has conflict of interest in agenda 7 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 2025 Annual General Meeting, the Company has prepared the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) comprising the annual reports of the Board of Directors and Financial Statements, as well as the Sustainability Report of 2024 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 2024 (Form 56-1 One Report) and the Sustainability Report 2024, of which the content is the same as in the QR Code format, please make a request by filling out the form (Enclosure 15) 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 23, 2025) 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 25 April 2025 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 17) 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 23, 2025) shall be addressed to:

Mrs. Duangrudee Milintanggul (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