

Ref. Thor Bor 40/2568

21 November 2025

Subject 1. Purchase of E- Commerce Digital Thai Holding Plc.  
2. Tiger Distribution & Logistics Co., Ltd., (subsidiary) purchase of E- Commerce Digital Thai Holding Plc.  
3. Provision of Joint Loan Guarantee for Saha Fast Beauty Co., Ltd.

To: Director and Manager of the Stock Exchange of Thailand

I.C.C. International Public Company Limited would like to report the resolutions of the Board of Directors' Meeting # 8/2568 held on November 21, 2025. Resolutions were passed to allow the company to conduct the following matters:

1. To approve the purchase of 3,000,000 additional shares in E-Commerce Digital Thai Holding Plc., (which has increased its registered capital from THB 1,000,000,000 to THB 5,000,000,000 by offering the newly issued shares to a Private Placement. The first installment payment of THB 925,000,000.-, resulting in registered and paid-up capital of THB 1,925,000,000), at a price of THB 100.- per share, totaling THB 300,000,000.-. Which is considered a related transaction as per the following details:

1. Date of transaction : Within December 2025
2. Related parties :
  - Buyer : I.C.C. International Plc.
  - Seller : E- Commerce Digital Thai Holding Plc
  - Relationship with listed company : I.C.C. International Plc. and E- Commerce Digital Thai Holding Plc. both having Saha Pathana Inter-Holding Plc. as the major Shareowner, owning 24.26 % shares of I.C.C. International Plc. and 9.87% shares of E- Commerce Digital Thai Holding Plc. respectively.
3. General characteristics of the transaction :
  - Transaction class : Acquisition of asset from a related party within the scope of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules for Connected Transactions in the class of transaction related to assets or services with a value greater than THB 1 million but less than THB 20 million, or more than 0.03% but less than 3% of NTA, whichever is higher.

It is noted that 3% of NTA as at 30 September 2025 is approximately THB 886 million. As such, said transactions are required to be approved by the Company's Board of Directors and subsequently disclosed to the SET, with no required approval from the Shareowners' Meeting.

- Transaction volume : Applicable to the regulation regarding the disposition of a listed company's assets when considering the transaction size based on total value of consideration criteria, with the transaction volume being equal to 0.86 (calculated from the consolidated financial statements for the third quarter ended September 30, 2025) which, when taking into account the transactions for the past 6 months, the size of the transaction is not more than 15 percent of the total value of the Consideration, therefore, not required to be disclosed to the Stock Exchange of Thailand in accordance with the criteria for making significant transactions that are considered to be the acquisition or disposition of assets of the listed company.

4. Details of transaction :

Ordinary shares of E- Commerce Digital Thai Holding Plc.

- Type of business : Investment in E-Commerce businesses.
- Registered capital : THB 5,000,000,000.-
- Paid-up capital : THB 1,925,000,000.- divided into 19,250,000 shares at par value of THB 100.- per share
- Number of shares to be purchased : 3,000,000 shares
- Purchase price per share : THB 100.-
- % holding before transaction : 1,900,000 shares = 19.00% of the previous registered capital.
- % holding after transaction : 4,900,000 shares = 25.45% of new registered capital.

5. Total value of transaction :

Purchase of additional common shares in E-Commerce Digital Thai Holding Plc., offered through a Private Placement, totaling 3,000,000 shares at a price of THB 100.- per share, which is equivalent to the par value (book value as of March 31, 2025: THB 96.60 per share), totaling THB 300,000,000.-.

6. Purpose of purchase : 1. To invest in a company engaged in E- Commerce business investments to serve as the E-Commerce infrastructure for the Saha Group in the future.  
2. To generate returns in the form of dividends.
7. Source of Funding : The Company's working capital

8. Structure of shareowning following this acquisition :

<u>Name</u>	<u>% of shareowning</u>
1. I.C.C. International Plc.	25.45
2. Saha Pathana Inter-Holding Plc.	9.87
3. Saha Pathanapibul Plc.	9.87
4. Thai Wacoal Plc.	5.19
5. People's Garment Plc.	0.52
6. O.C.C. Plc.	0.26
7. I.D.F. Co., Ltd.	5.71
8. Chokwattana Co., Ltd.	4.68
9. Yi Tong Tian Tai BSC Co., Ltd.	2.60
10. Better Way (Thailand) Co., Ltd.	2.60
11. Tiger Distribution & Logistics Co., Ltd.,	0.26
12. 11 other shareowners	<u>32.99</u>
Total	<u>100.00</u>

9. Directors with conflict of interest or being related persons who neither attended nor had the right to vote at the meeting are as follows :

1. Surat Wongrattanapassorn Ph.D.
2. Mrs. Chailada Tantivejakul

10. Opinions of the Board of Directors and the Audit Committee :

It is deemed appropriate to approve the purchase of shares in E-Commerce Digital Thai Holding Plc., as detailed above, for the purpose of investing in a company engaged in E-Commerce business investments, which will serve as a foundation for E-Commerce infrastructure for the Saha Group in the future.

2. To appropriate for Tiger Distribution and Logistics Co., Ltd., as a subsidiary of the Company, to purchase additional shares in E-Commerce Digital Thai Holding Plc., (which has increased its registered capital from THB 1,000,000,000.- to THB 5,000,000,000.- by offering the newly issued shares to a Private Placement. The first installment payment of THB 925,000,000.-, resulting in registered and paid-up capital of THB 1,925,000,000.-). The subsidiary will purchase 50,000 shares at a price of THB 100.- per share, totaling THB 5,000,000. Which is considered a related transaction as per the following details:



1. Date of transaction : Within December 2025
2. Related parties :
  - Buyer : Tiger Distribution & Logistics Co., Ltd. (subsidiary)
  - Seller : E- Commerce Digital Thai Holding Plc.
  - Relationship : Tiger Distribution & Logistics Co., Ltd. as a subsidiary of the I.C.C. International Plc.  
I.C.C. International Plc. and E- Commerce Digital Thai Holding Plc. both having Saha Pathana Inter-Holding Plc. as the major Shareowner, owning 24.26 % shares of I.C.C. International Plc. and 9.87 % shares of E- Commerce Digital Thai Holding Plc. respectively.
3. General characteristics of the transaction :
  - Transaction class : Acquisition of asset from a related party within the scope of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules for Connected Transactions in the class of transaction related to assets or services with a value greater than THB 1 million but less than THB 20 million, or more than 0.03% but less than 3% of NTA, whichever is higher.  
It is noted that 3% of NTA as at 30 September 2025 is approximately THB 886 million. As such, said transactions are required to be approved by the Company's Board of Directors and subsequently disclosed to the SET, with no required approval from the Shareowners' Meeting.
  - Transaction volume : Applicable to the regulation regarding the disposition of a listed company's assets when considering the transaction size based on total value of consideration criteria, with the transaction volume being equal to 0.014  
(calculated from the consolidated financial statements for the third quarter ended September 30, 2025) which, when taking into account the transactions for the past 6 months, the size of the transaction is not more than 15 percent of the total value of the Consideration, therefore, not required to be disclosed to the Stock Exchange of Thailand in accordance with the criteria for making significant transactions that are considered to be the acquisition or disposition of assets of the listed company.

4. Details of transaction :

Ordinary shares of E- Commerce Digital Thai Holding Plc.

- Type of business : Investment in E-Commerce businesses.
- Registered capital : THB 5,000,000,000.-
- Paid-up capital : THB 1,925,000,000.- divided into 19,250,000 shares at par value of THB 100.- per share
- Number of shares to be purchased : 50,000 shares
- Purchase price per share : THB 100.-
- % holding before transaction : -
- % holding after transaction : 50,000 shares = 0.26% of new registered capital

5. Total value of transaction :

Purchase of additional common shares in E-Commerce Digital Thai Holding Plc., offered through a Private Placement, totaling 50,000 shares at a price of THB 100.- per share, which is equivalent to the par value (book value as of March 31, 2025: THB 96.60 per share), totaling THB 5,000,000.-.

6. Purpose of purchase :
1. To invest in a company engaged in E- Commerce business investments to serve as the E-Commerce infrastructure for the Saha Group in the future.
  2. To generate returns in the form of dividends.

7. Source of Funding : The Company's working capital

8. Structure of shareowning following this acquisition :

<u>Name</u>	<u>% of shareowning</u>
1. I.C.C. International Plc.	25.45
2. Saha Pathana Inter-Holding Plc.	9.87
3. Saha Pathanapibul Plc.	9.87
4. Thai Wacoal Plc.	5.19
5. People's Garment Plc.	0.52
6. O.C.C. Plc.	0.26
7. I.D.F. Co., Ltd.	5.71
8. Chokwattana Co., Ltd.	4.68
9. Yi Tong Tian Tai BSC Co., Ltd.	2.60
10. Better Way (Thailand) Co., Ltd.	2.60
11. Tiger Distribution & Logistics Co., Ltd.,	0.26
12. 11 other shareowners	32.99
Total	100.00

9. Directors with conflict of interest or being related persons who neither attended nor had the right to vote at the meeting are as follows :

1. Surat Wongrattanapassorn Ph.D.                      2. Mrs. Chailada Tantivejakul

10. Opinions of the Board of Directors and the Audit Committee :

It is deemed appropriate to approve the purchase of shares in E-Commerce Digital Thai Holding Plc., as detailed above, for the purpose of investing in a company engaged in E-Commerce business investments, which will serve as a foundation for E-Commerce infrastructure for the Saha Group in the future.

3. To approved the provision of joint guarantee for Saha Fast Beauty Co., Ltd. (Japan) in the latter's credit lines from Fast Beauty Inc. (Japan) in the amount of THB 13 million and companies in the Saha Group, as the Thai investors, providing joint guarantee of 30.00% or THB 3.90 million of the total guarantee amount in proportion to their investment in Fast Beauty Inc. (Japan) resulting in ICC's share of the joint guarantee amounting to THB 1,300,000.-, which falls within the guidelines of a connected transaction as per the following details:

1. Date of transaction : By the end of November 2025
2. Related parties
  - Guarantor : I.C.C. International Plc.
  - Applicant : Saha Fast Beauty Co., Ltd.
  - Relationship : I.C.C. International Plc. and Saha Fast Beauty Co., Ltd.  
both have the same major shareowner, namely Saha Pathana Inter-Holding Plc., with 24.26 % and 10.00 % equity in ICC and Saha Fast Beauty Co., Ltd. respectively.
3. General characteristics of the transaction
  - Transaction class : Provision of financial assistance to a related party in the form of joint guarantee proportionate to its investment of 10.00 %.
  - Transaction volume : Joint guarantee amounting to THB 1,300,000.- which is within the guidelines of a connected transaction in relation to provision of financial assistance to monetarily aid in the form of joint guarantee based on the proportion of investment as prescribed in the announcement of the Capital Supervisory Board on Rules of Connected Transactions the value of which is less than 100 million Baht or less than 3% of NTA, whichever is less.  
It is noted that 3% of NTA as at 30 September 2025 was approximately THB 886 million. Accordingly, such transaction requires approval from the Board of Directors and disclosure of the information to the Stock Exchange of Thailand, but no shareowners' approval is required.



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

530 ซอยสาธุประดิษฐ์ 58 แขวงบางโพงพาง เขตยานนาวา กรุงเทพฯ 10120 โทรศัพท์: (02) 293-9000, 293-9300  
โทรสาร: (02) 294-3024 www.icc.co.th E-mail: webmaster@icc.co.th ทะเบียนเลขที่ 0107537001374

#### 4. Details of Transaction

- Name of applicant : Saha Fast Beauty Co., Ltd.
- Type of business : Hair salon business
- Registered Capital : THB 20,000,000.-, divided into 200,000 shares at THB 100.- per share
- Credit Line : A total of THB 13,000,000.- as short-term loan from Fast Beauty Inc. (Japan) for a period of 1 years.
- Total value of guarantee : THB 1,300,000.- in proportion to investment in Saha Fast Beauty Co., Ltd (10.00% of the credit line of THB 13 million)

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

6. Directors with possible conflict of interest who neither attended nor voted in the meeting:

- None -

7. Opinion of the Board of Directors and the Audit Committee:

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

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Thamarat Chokwatana)

President and Executive Chairman