

Ref. No.Tor Bor.055/2559

December 9, 2016

Subject : Purchase of Sahacogen (Chonburi) Plc. Shares
Attention: Director and Manager of the Stock Exchange of Thailand

I.C.C. International Public Company Limited would like to report the resolution of the Board of Directors' Meeting # 8/2559 held on December 9, 2016. A resolution was passed to allow the company to purchase shares of Sahacogen (Chonburi) Plc. from Champ Ace Co., Ltd. through the Stock Exchange of Thailand (Big Lot Transaction) at the total amount of 7,500,000 shares, totaling not more than 37,000,000 Baht, at the average price of 4.88 Baht per share (the closing market price on November 25, 2016) which falls within the guidelines of related transaction as per the following details:

1. Date of transaction : By end of December, 2016
2. Related parties :

<u>Name</u>	<u>Relationship with listed company</u>
Purchaser: I.C.C. International Plc. :	I.C.C. International Plc. and Champ Ace Co., Ltd. both having
Seller: Champ Ace Co., Ltd.	Saha Pathana Inter-Holding Plc. as the same major shareowner by owning 22.49 % shares of I.C.C. International Plc. 22.50 % shares of Champ Ace Co., Ltd.

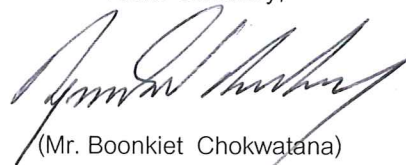
3. General characteristics of the transaction

- Transaction class : Purchasing assets with related parties.
In line with the announcement of the Capital Market Supervisory Board on Rules of the connected transactions, in relation to the assets or service transaction of which the size is more than 1 million Baht but less than 20 million Baht or above 0.03% but less than 3% of NTA, whichever is higher. These transactions are required to be approved by the Company's Board of Directors and subsequently reported to the SET, with no required approval from the Shareowner's Meeting.
- Transaction volume : Not governed by the regulation of acquiring or disposition of listed company assets as it does not exceed 15% of the acquisition criteria.

- Volume criteria : In accordance with the value of returns on investment compared with existing tangible assets of ICC as of September 30, 2016: equivalent to 0.22 percent (NTA, as of September 30, 2016 = 16,981 million Baht)
- 4. Details of the purchased assets :
Ordinary shares of Sahacogen (Chonburi) Plc.
 - The nature of its business : producer and distributor of electricity and water vapour
 - Registered capital: 955,000,000 Baht divided into 955,000,000 shares at par value 1 Baht
 - Number of purchased shares : 7,500,000 shares
 - Purchasing price per share : approximately 4.88 Baht
 - Proportion of shares owning before : 100,432,960 shares = 10.52 % of registered capital
 - Proportion of shares owning after : 107,932,960 shares = 11.30 % of registered capital
- 5. The total value of the consideration :
Ordinary shares of Sahacogen (Chonburi) Plc. at the amount of 7,500,000 shares at 4.88 Baht per share (the closing market price on November 25, 2016) totaling not more than 37,000,000 Baht by purchasing through the Stock Exchange of Thailand
- 6. Purpose of purchase :
 1. To increase the proportion of investment, as this company has been well established with good performance
 2. To gain dividend
- 7. Director with conflict of interest who neither attended the meeting nor voted :
 1. Mr. Boonkiet Chokwatana
 2. Mr. Thamarat Chokwatana
- 8. Opinions of the Board of Directors and the Audit Committee :
Approved the purchase of shares in accordance with the reason and detail explained above as the Sahacogen (Chonburi) Plc. has a stable financial foundation, high returns and consistently pays dividends.
- 9. Source of Funding : the Company's operational capital

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Boonkiet Chokwatana)

Executive Chairman