



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

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Ref. Thor Bor 040/2561

December 14, 2018

Subject : Waiver the right to increase investment in Shop Global (Thailand) Co., Ltd.  
Attention : Director and Manager of Stock Exchange of Thailand

I.C.C. International Public Company Limited would like to report the resolutions of the Board of Directors' Meeting #8/2561 on 14 December 2018, a resolution was passed to allow the Company to waive its right in new capital shares of Shop Global (Thailand) Co., Ltd. for the amount of 1,365,000 shares at the price of THB 22.- per share, totaling THB 30,030,000.-, and to give this right to Saha Pathana Inter-Holding Plc. which falls within the guidelines of connected transaction as per the following details:

1. Date of transaction : within December 2018
2. Related parties :

<u>Name</u>	<u>Relationship with listed company</u>
Right repealer : I.C.C. International Plc.	Saha Pathana Inter-Holding Plc. is the major
Right receiver : Saha Pathana Inter-Holding Plc.	shareowner of the Company with 22.49% equity.

3. General characteristics of the transaction

- Transaction class : Sale of assets to related parties.  
In line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of connected transaction, in relation to assets or service transaction which is more than Baht 1 million but less than Baht 20 million, or equivalent to more than 0.03 % but less than 3% of NTA whichever is higher. Such 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' Meeting. It is noted that the NTA as at 31 October 2018 stood at Baht 603 million.
- Transaction volume : Not in line with regulation of acquiring or disposition of listed company assets

4. Details of transaction

Ordinary shares in Shop Global (Thailand) Co., Ltd.

- Type of business : Direct Marketing Business in Real-time via various formats
- Registered capital before share increase : THB 138,600,000.-, divided into 6,300,000 shares at THB 22.- per share
- Registered capital after share increase : THB 238,700,000.-, divided into 10,850,000 shares at THB 22.- per share
- Number of shares allocated : 1,365,000 shares
- Purchase price per share : THB 22.-
- Proportion of shares before share increase : 1,890,000 shares, equivalent to 30.00% of former registered capital
- Proportion of shares after share increase : 1,890,000 shares, equivalent to 17.42% of new registered capital

5. The total value of the consideration :

The Company has relinquished the right in the new capital shares of Shop Global (Thailand) Co., Ltd. amounting to 1,365,00 shares, at THB 22.- per share, for a total of THB 30,030,000.- to Saha Pathana Inter-Holding Plc.

6. Purpose of transaction :
1. To change the share-owning structure of Shop Global (Thailand) Co., Ltd. in accordance to follow the Agreement.
  2. To extend the opportunity to new joint venture partners with high potential and relevant expertise to join the executive management of this company to further enhance its performance.

7. Shareowning structure following the restructure :

	<u>Company</u>	<u>% of shareowning</u>
1.	I.C.C. International Plc.	17.42
2.	Saha Group	25.44
3.	Shop Channel Global Co., Ltd. (Japan)	42.86
4.	Sumitomo Corporation Thailand Ltd.	14.28
	Total	<u>100.00</u>

8. Directors who stood to gain or lose, who neither attended nor voted on the matter:

1. Mr Boonkiet Chokwatana    2. Mr. Nophorn Bhongsvej    3. Mr. Manu Leelanuwatana

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

Approved the relinquishing of right to increase investment in Shop Global (Thailand) Co., Ltd. so that shareowning structure can be in accordance to follow the Agreement.

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Thamarat Chokwatana)

President and Vice Executive Chairman