

Ref. No. Tor Bor. 012/2556

March 26, 2013

**Subject** 1. Investment in Shop Global (Thailand) Co., Ltd.  
 2. Purchase of premises in Rayong and Chonburi Province

**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 # 11/2555 held on March 26, 2013. Resolutions were passed to allow the company to conduct following matters :

1. Investment in Shop Global (Thailand) Co., Ltd.

1. Date of transaction : Within April 2013
2. Company name : Shop Global (Thailand) Co., Ltd.
3. Type of business : TV Shopping (selling products via Satellite TV)
4. Registered capital : Baht 600,000,000.- divided into 6,000,000 shares at par value Baht 100.-
5. Ratio of investment : I.C.C. International Public Company Limited holds 1,800,000 shares of Shop Global (Thailand) Co., Ltd. at par value Baht 100.- amounting Baht 180,000,000.- representing 30.00% of the registered capital with the first payment at 67.00%
6. Source of fund : Company working capital
7. Transaction size : Not in line with regulation of acquiring or disposition of listed company's assets
8. Structure of shareowning :

<u>Name</u>	<u>% of shareowning</u>
1. I.C.C. International Plc.	30.00
2. Central Retail Corporation	30.00
3. Sumitomo Corporation Thailand Limited	10.00
4. Shop Channel Global Co., Ltd.	30.00
<b>Total</b>	<b><u>100.00</u></b>

9. Expected benefits : Dividend

2. To approve purchase of premises in Rayong province and Chonburi province which is in line with the related transaction as follows

1. Date of transaction : Within April 2013

2. Related parties

Purchaser : I.C.C. International Plc.

Seller : 1. Excellent Rubber Co., Ltd.  
2. International Curity Footwear Co., Ltd.  
(Subsidiary of Pan Asia Footwear Plc.)  
3. Pan Asia Footwear Plc.

Relationship : Saha Pathanapibul Plc. is a major shareowner of Pan Asia Footwear Plc.  
= 18.12% whereas Saha Pathana Inter Holding Plc. is a major shareowner  
of I.C.C. International Plc. = 22.10% and Saha Pathanapibul Plc.  
= 20.63%

3. General description of transaction

- Transaction class : Purchaser assets to related parties.

In line with the related transaction according to the announcement of the Capital Market Supervisory Board on Rules of the connected transactions, in relation with the assets or service transaction of which its size is above Baht 1 million but less than Baht 20 million or above 0.03% but less than 3% of NTA, whichever is higher. These transactions are required an approval from the Company's Board of Directors and subsequently reported to the SET, with no required approval from the Shareowners' Meeting.

- Transaction volume : Not in line with regulation of acquiring or disposition of listed company Assets

- Volume criteria : To comply with the comparison between the compensation value and ICC's net tangible asset with resulting highest value at 2.12%

4. Details on transaction

- Followings are details of three plots of land with forty-four building and one plot of land without building which purchased from Excellent Rubber Co., Ltd.

Deed (Nor Sor 3 Gor)		Area			Location	Amount
No.		Rai	ngarn	(sq.wah)		(Baht)
1.	1583	9	3	68	} Thambol Laharn. } Amphur Pluak Daeng } Rayong Province	} 46,699,899 } 73,453,567 } 4,688,838
2.	1592	8	1	26		
3.	123	22	2	20		
4.	122	6	3	98		
		47	3	12	Total	124,842,304

The forty-four building are built on the land under Nor Sor 3 Gor No.123

- Following are details of two plots of land fourteen buildings purchased from Pan Asia Footwear Plc.

Deed (Nor Sor 3 Gor)		Area			Location	Amount
No.		Rai	ngarn	(sq.wah)		(Baht)
5.	23	43	2	50	} Thambol Laharn } Amphur Pluak Daeng } Rayong Province	} 90,794,858
6.	1286	6	1	37		
		49	3	87		

The fourteen building are built on the land under Nor Sor 3 Gor No. 23

- Following are details of two plots of land purchased from Pan Asia Footwear Plc. at the amount of Baht 44,975,000.- with 12 building purchased from International Curiry Footwear Co., Ltd. at the amount of Baht 80,031,900.-

Title deed		Area			Location	Building
No.		Rai	ngarn	(sq.wah)		No.
7.	77531	1	-	90	} Tambol Nong Kham } Amphur Sriracha } Chonburi Province	} 620/5 Moo 11 Tambol Nong Kham } Amphur Sriracha } Chonburi Province
8.	77532	7	3	37		

5. The total value of the consideration :

Eight plots of land and seventy building valued at Baht 340,644,063.-

The basis used to determine the total value : The price appraised by the independent value, approved by the Thai Valuers Association and the Valuers Association of Thailand.

6. Purpose of transaction : To invest on assets for rent that will generate income for the company

7. Director with conflict of interest who neither attend the meeting nor have no right to vote

1. Mr. Boonsithi Chokwatana

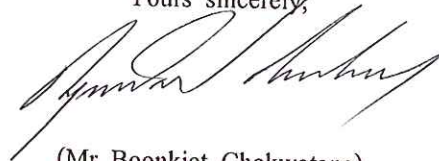
2. Mr. Boonkiet Chokwatana

8. Opinions of Company's Board of Directors and the Audit Committee :

To approve the purchase of premises as above-mentioned details. These transactions are based on reasonable prices and related conditions. They are also an investment in potential assets for rent which enable to generate income for the company.

Please kindly be informed accordingly.

Yours sincerely,



(Mr. Boonkiet Chokwatana)

President and Executive Chairman