

(Translation)

No. Gor. Mor. 39/2561

October 17, 2018

Subject: Approve the purchase of ordinary shares of Shop Global (Thailand) Co., Ltd. from connected person

To : Director and Manager
The Stock Exchange of Thailand

The Board of Directors Meeting of O.C.C. Public Company Limited No. 5/2561 held on October 17, 2018 had resolved to approve the purchase of ordinary shares of Shop Global (Thailand) Co., Ltd. from I.C.C. International Plc. which is connected person for the number 405,000 shares, at a value of approximate Baht 22.222222 per share, amounting to Baht 9,000,000 as following details:

1. Transaction date : Within October, 2018
2. Transaction parties involved
 - Buying party : O.C.C. Plc.
 - Selling party : I.C.C. International Plc.
3. Connected parties and relationship nature : I.C.C. International Plc. is the Company's major shareholder with 19.73 % of shareholding ratio
 - : Join major shareholders
 - Saha-Pathana Inter-Holding Plc.
 - Shareholding ratio 22.49% in I.C.C. International Plc.
 - Shareholding ratio 12.73% in O.C.C. Plc.
 - Directors who are stakeholders : Mr. Manu Leelanuwatana is the Company's director in
 - Saha-Pathana Inter-Holding Plc.
 - I.C.C. International Plc.
4. General transaction description : Purchasing ordinary shares of Shop Global (Thailand) Co., Ltd.
5. Purpose of transaction : To expand marketing channels of the Company to have opportunity to trade via TV media and online including of return from dividend.
6. Details of acquired assets
 - Company name : Shop Global (Thailand) Co., Ltd.
 - Type of business : Selling products via multimedia

- Registered capital : 138,600,000 THB diving by 6,300,000 shares with stock value THB 22 per share
 - No. of shares purchased : 405,000 shares
 - Price per share : Approximate 22.222222 THB (price based on Book Value as at 31st December 2017, 22.28 THB per 1 share)
 - Total value of the transaction : 9,000,000 THB
 - Shareholding proportion
 - ⇒ Shareholding ratio before acquisition : -none-
 - ⇒ Shareholding ratio after acquisition : 405,000 ordinary shares equal to 6.43% of the registered capital
- : Shareholding structure of Shop Global (Thailand) Co., Ltd.

<u>Name</u>	<u>Shareholding ratio</u>
1. O.C.C. Plc.	6.43%
2. Saha Group	36.43%
3. Shop Channel Global Co., Ltd.	42.86%
4. Sumitomo Corporation Thailand Co., Ltd.	14.28%

7. Funding source

: The Company's working capital

8. General description of connected transaction

- Type of transaction
- Item size

: Relating to assets or services

: 9,000,000 THB

Transaction is considered as related transaction according to Notification of Capital Market Commission as the category of assets or services transaction which is more than 1 million Baht but less than 20 million Baht or more than 0.03% but less than 3% of NTA whichever is higher. 3% of NTA of the Company as of 30 June 2018 was approximately 29.75 million Baht. Therefore, it needs approval from the Board of Directors and disclose to SET, but no need to get approval from shareholders' meeting.

9. Acquisition and disposition of assets

- Item size

: The value of the consideration relative to the total asset value of the Company, the maximum value is 0.69%, so it does not come under the scope for the acquisition or disposal of assets having significant value for listed companies.

10. The Company's directors who are stakeholders : Did not attend nor were eligible to cast votes at said meeting.
11. Opinion by the Board of Directors : Agreed to approve the investment in Shop Global (Thailand) Co., Ltd. as described above for increasing the Company's marketing channels via TV media and online including of return from dividend.
12. Opinions by the Audit Committee and/or Director significantly different from those by the Board of Directors : -None -

Please kindly be informed accordingly.

Sincerely yours,

Mrs. Teerada Ambhanwong
Managing Director
Chief Executive Director