

**(Translation)**

No. Gor. Mor. 39/2561

October 17, 2018

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

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) Ltd. from I.C.C. International Public Company Limited which is connected person for the number of 405,000 shares, at a value of approximate THB 22.222222 per share, amounting to THB 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 of
    - Saha Pathana Inter-Holding Plc.
    - I.C.C. International Plc.
4. General transaction description : Purchasing ordinary shares of Shop Global (Thailand) Ltd.
5. Purpose of transaction : To expand marketing channels of the Company to have opportunity to trade via TV media and online including of the return from dividend.  
: **To be long term investment that the Company has considered basing on positive tendency of current marketing direction which is expanding through TV media and online channels. This is the core business of Shop Global (Thailand)**

Ltd. that the Company has invested in. And this will be another sales channel for expanding market and sales of the Company.

## 6. Details of acquired assets

- Company name : Shop Global (Thailand) Ltd.
- Registered capital : THB 138,600,000 dividing by 6,300,00 shares with stock value THB 22.00 per share
- Type of business : Selling products via various media channels
- Turnover : Shop Global (Thailand) Ltd. was registered since 18<sup>th</sup> February, 2013. To operate the business by selling goods through media, it is essential to proceed to get the license from related government sectors before business operation including of having business negotiation with related private sectors. Then, it could start business as purposed in 2014. Later on, there was political conflict that affected the overall economic conditions and to the operation of the company as well. As the broadcast for media channel which the company used it for operating had been controlled, therefore, this caused the lack of major income. Now, though turnover remains make no profits, considering to the sales amount which keep growing continuously including of strategy operating improvement by expanding for more sales channels through various kinds of media than previous. Thus, turnover will be expecting to gain profits from 2019 onwards.

	Units: Million Baht		
▪ Summary of financial status and performance	Year2017	Year 2016	Year 2015
1) Financial statements			
▪ Total assets	174.77	215.70	222.98
- Cash and cash equivalents	41.40	72.05	56.40
- Inventory	59.27	59.17	65.75
- Building and equipment maintenance	31.82	41.55	52.70
▪ Total liabilities	34.40	25.13	23.90
- Trade account payable	19.41	14.82	15.59
- Other payables	13.52	9.01	6.43
▪ Shareholders' equity	140.37	190.56	199.08
- Retained earnings (deficit)	(489.63)	(409.44)	(301.92)
2) Profit and loss statement			
▪ Total revenue	326.79	293.29	241.65
- Sales revenue	305.62	258.35	209.53

	Year 2017	Year 2016	Year 2015
- Other revenue	21.17	34.95	32.12
▪ Total expense	406.98	400.81	339.83
- Cost of goods sold	178.55	147.31	115.71
- Operating expense	288.43	253.50	224.12
▪ Profit (loss) for the year	(80.19)	(107.51)	(98.18)
▪ No. of shares purchased	: 405,000 shares (equal 6.43% of the registered capital)		
▪ Price per share	: Approximate THB 22.222222 ( price based on Book Value as at 31 <sup>st</sup> December 2017, THB 22.28 per 1 share)		
▪ Total value of the transaction	: THB 9,000,000		
▪ Shareholding proportion	:		
1) Shareholding ratio before acquisition	: -none-		
	: Shareholders' structure (before acquisition)		
	Name	Ratio	
	1. I.C.C. International Plc.	42.86%	
	2. Shop Channel Global Co., Ltd.	42.86%	
	3. Sumitomo Corporation Thailand Co., Ltd.	14.28%	
2) Shareholding ratio after acquisition	: 405,000 ordinary shares equal to 6.43% of the registered capital		
	: Shareholders' structure (after acquisition)		
	Name	Ratio	
	1. O.C.C. Plc.	6.43%	
	2. I.C.C. International Plc.	30.00%	
	3. Saha Pathana Inter-Holding Plc.*	0.00%	
	4. IDF Co., Ltd.*	0.00%	
	5. Mr. Sorachot Ambhanwong	6.43%	
	6. Shop Channel Global Co., Ltd.	42.86%	
	7. Sumitomo Corporation Thailand Co., Ltd.	14.28%	
	*the third and the forth shareholders, each of them holds 1 share		
7. Funding source	: The Company's working capital		
8. General description of connected transaction	:		
▪ Type of transaction	: Relating to assets or services		
▪ Item size	: THB 9,000,000		
	: 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 without having approval from shareholders' meeting.

: The Company had no connected transaction with the Seller during the past 6 months.

#### 9. Acquisition and disposition of assets

- Item size

: The value of the consideration comparing with total asset value of the Company in accordance with the maximum value, is equal to 0.69%. Therefore, it does not meet with the rules for the acquisition or disposal of significant assets for the listed companies.

: The Company had no acquisition or disposition transaction of significant asset with the Seller during the past 6 months.

#### 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) Ltd. as described above for increasing the Company's marketing channels via TV media and online including of return from dividend by having consideration as follows:

- Being considered the current marketing direction that is growing up through commercial TV media and online.

- Buying price is the price after Shop Global (Thailand) Ltd. had been decreased register capital already.

- Previously, register capital was THB 630,000,000, dividing by 6,300,000 shares and value per share is THB 100.

- Currently, register capital is THB 138,600,000, dividing by 6,300,000 shares and value per share is Baht 22.

- The value that the Company had purchased, is Baht 22.222222 per share.

- Considering to the operating plan and sales amount of Shop Global (Thailand) Co., Ltd. which keep growing continuously, turnover will be expecting to gain profits from 2019 onwards.

12. Opinions by the Audit Committee and/or : -None -  
Director significantly different from those  
by the Board of Directors

Please kindly be informed accordingly.

Sincerely yours,

Mrs. Teerada Ambhanwong  
Managing Director  
Chief Executive Director