

(Translation)

No. Gor. Mor. 44/2561

December 18, 2018

Subject: Waiver of rights to purchase newly issued shares of Shop Global (Thailand) Co. Ltd.,
to the connected persons

To : Director and Manager
The Stock Exchange of Thailand

The Board of Directors Meeting of O.C.C. Public Company Limited No. 7/2561 dated December 18, 2018 approved the Company's waiver of the rights to purchase newly issued shares of Shop Global (Thailand) Co., Ltd. to Saha Pathana Inter-Holding Public Company Limited which is connected person as following details:

1. Transaction date : Within December, 2018
2. Transaction parties involved
 - Disclaimer : O.C.C. Public Company Limited
 - Grantee : Saha Pathana Inter-Holding Public Company Limited
3. Connected persons and the relationships : Saha Pathana Inter-Holding Public Company Limited is the Company's major shareholder with 12.73 % of shareholding ratio
 - Directors who are stakeholders : Mr. Manu Leelanuwatana is the director of Saha Pathana Inter-Holding Plc.
4. General transaction description : Waiver of the rights to purchase newly issued shares of Shop Global (Thailand) Co., Ltd.
5. Details of acquired assets
 - Company name : Shop Global (Thailand) Co., Ltd.
 - Type of business : Selling variety of products via multimedia channels
 - Registered capital before capital increase : THB 138,600,000 dividing by 6,300,000 shares with stock value at THB 22 per share
 - Registered capital after capital increase : THB 238,700,000 dividing by 10,850,000 shares with stock value at THB 22per share
 - Number of ordinary shares that have been allocated : 292,500 shares, value at THB 22 per share
 - Proportion of shareholding before capital increase : 405,000 shares, proportion is 6.43% of registered capital

- Proportion of shareholding after capital increase : 405,000 shares, proportion is 3.73% of registered capital

6. Shareholders' structure

▪ Before capital increase	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	<u>14.28%</u>
	Total	<u>100.00%</u>

*the third and the fourth shareholders, each party has one share

▪ After capital increase	1. O.C.C. Plc.	3.73%
	2. I.C.C. International Plc.	17.42%
	3. Saha Pathana Inter-Holding Plc.	17.42%
	4. IDF Co., Ltd.	0.56%
	5. Mr. Sorachot Ambhanwong	3.73%
	6. Shop Channel Global Co., Ltd.	42.86%
	7. Sumitomo Corporation Thailand	<u>14.28%</u>
	Total	<u>100.00%</u>

7. Value of compensation : Ordinary shares of Shop Global (Thailand) Co., Ltd. at total 292,500 shares. 1 share is THB 22.00. Total value is THB 6,435,000.00

8. Purpose of transaction : To restructure the shareholding structure of Shop Global (Thailand) Co., Ltd. to be complied with the Agreement

: To offer an opportunity to the company that has potential of investment to collaborate for having business foundation's strengthen and the ability to gain profit from the operation.

9. General description of connected transaction

- Type of transaction : Relating to assets or services
- Item size : THB 6,435,000.00
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 September 2018 was approximately 30.38 million baht. Therefore, it needs approval from the Board of Directors and disclose to SET without having approval from shareholders' meeting.

10. Acquisition and disposition of assets : Not to meet with the rules of acquisition or disposition of significant assets of listed company.
- Item size : The value of compensation comparing with total assets of the Company as per maximum value of item is equal to 0.50%. Therefore, it does not meet with the rules of the acquisition or disposition of significant assets of the listed company.
11. The Company's directors who are stakeholders : None had attended the meeting at this agenda and were eligible to cast votes in this meeting.
12. Opinion by the Board of Directors : Agreed to approve the waivers of rights to subscribe to newly issued shares of Shop Global (Thailand) Co., Ltd. to Saha Pathana Inter-Holding Plc. for offering an opportunity to the company that has potential of investment to collaborate for having business foundation's strengthen and the ability to gain profit from the operation.
13. Opinions by the Audit Committee and/or Director significantly different from those by the Board of Director : -None -

Please kindly be informed accordingly.

Sincerely yours,

Mrs. Teerada Ambhanwong
Mrs. Teerada Ambhanwong
Managing Director
Chief Executive Officer