



Ocean Commerce Public Company Limited

148/1 Soi Raminthra 14, Raminthra Road, Tharang Sub-district, Bang Khen District, Bangkok 10230

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No. OCMSET/1809/004

September 27, 2018

Subject: Notification on the Calculation in Comparison between the Market Price and the Offering Price to a Specific Investor on the Private Placement Basis

Attn.: President
The Stock Exchange of Thailand

The Extraordinary General Meeting of Shareholders No. 1/2018 of Ocean Commerce Public Company Limited (the “**Company**”), which was held on August 27, 2018, has approved various matters regarding the issuance and allocation of not exceeding 482,567,173 newly-issued ordinary shares of the Company at the par value of THB 0.25 per share by way of private placement to Mrs. Chatchaya Tritrakulchai (the “**Investor**”), which is regarded as a connected party transaction of the listed company, at the offering price of THB 0.80 per share, totaling THB 386,053,738.40. Such offering price of the newly-issued ordinary shares by way of private placement was clearly specified and approved by the Shareholders’ Meeting at THB 0.80 per share, which is not lower than 90 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors, dated October 28, 2015 (as amended) (the “**Notification No. TorJor. 72/2558**”). The market price for offering of the newly-issued ordinary shares to the Investor was calculated from the weighted average price of the Company’s ordinary shares listed on the Market for Alternative Investment (the “**MAI**”) for the previous 15 consecutive business days prior to the date of the resolution of the Board of Directors’ Meeting proposing the Shareholders’ Meeting to consider approving the issuance and allocation of the Company’s newly-issued ordinary shares to be offered for sale to the specific investor on the private placement basis, which the share price between May 21, 2018 – June 11, 2018 was equal to THB 0.87 per share (source: SETSMART from www.setsmart.com). The Shareholder meeting has approved to authorize the Company’s board of director, or executive committee or chief executive officer to conduct necessary action in relation to the issuance, offering, allocation and subscription of the newly-issued ordinary shares which shall include the determination of allocation period and subscription period at one time or several time.

On September 24, 2018, the Chief Executive Officer, as authorized by the Extraordinary General Meeting of Shareholders No. 1/2018, has determined the details on the issuance, offering, allocation and subscription for the Company’s newly-issued ordinary shares to the Investor in the amount of 250,000,000 shares at offering price THB 0.80 per share and the period of subscription and payment for the newly-issued ordinary shares will be September 27 – October 3, 2018 and On September 27, 2018, the Company has already received the payment for the newly-issued ordinary shares totaling THB 200,000,000.

In addition, in compliance with the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended) (the “**SET Notification**”), the Company has demonstrated the market price of the Company’s shares pursuant

to the SET Notification for the previous 15 consecutive business days before the first day of offering the newly-issued ordinary shares to the Investor, namely, the price between September 6, 2018 and September 26, 2018 was equal to THB 2.01 (Source: SETSMART via www.setsmart.com), with the details as follows:

No.	Date	Trading Volume (shares)	Trading Value (THB)
1	September 4, 2018	30834900	51,911,330
2	September 7, 2018	5,946,750	10,766,870
3	September 10, 2018	18,523,750	34,259,580
4	September 11, 2018	10,338,300	18,924,860
5	September 12, 2018	2,177,320	3,945,250
6	September 13, 2018	2,163,200	3,927,360
7	September 14, 2018	930,400	1,678,070
8	September 17, 2018	964,600	1,741,840
9	September 18, 2018	4,335,612	7,916,620
10	September 19, 2018	1,963,450	3,574,760
11	September 20, 2018	1,512,540	2,741,080
12	September 21, 2018	1,102,820	2,002,590
13	September 24, 2018	32,274,302	61,906,440
14	September 25, 2018	87,500,358	187,190,730
15	September 26, 2018	46,945,969	104,918,520
Total		247,514,271	496,918,520



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In this regard, such offering price of the newly-issued ordinary shares at THB 0.80 per share is lower than 90 percent of the market price of the Company's shares pursuant to the SET Notification, which is equal to THB 1.81 per share. Therefore, the issuance and allocation of the newly-issued ordinary shares for offering to the Investor are deemed to be an offering of the newly-issued shares at a low price and the Investor who has been allocated with 250,000,000 shares shall be prohibited from selling all such newly-issued ordinary shares for one year from the date the Company's newly-issued ordinary shares start trading on the MAI (Silent Period) pursuant to the SET Notification. Nonetheless, the Investor may gradually sell no more than 25 percent of the lock-up shares after the Company's newly-issued ordinary shares have been traded on the MAI for six months according to the SET Notification.

The Company also has the 232,567,173 ordinary shares at the par value of THB 0.25 per share which are not allocated and remain for allocating to the Investor. The Company will update the details of issuance, offering, allocation and subscription of the newly-issued ordinary shares of the Company.

Please be informed accordingly.

Faithfully yours,

(Mr. Uchai Vilailerstpoca)
Managing Director