



(Transalation)

Ref: No. Gor Mor. 12/2567

February 21, 2024

Subject: Approve the loan guarantee limits to Saha Komehyo Co., Ltd., a connected person in proportion to shareholding and disposal of investment in subsidiary and termination of subsidiary

Attention: Director and Manager
The Stock Exchange of Thailand

The Board of Directors' Meeting of O.C.C. Plc. No. 1/2567 held on February 21, 2024, has considered and approved resolutions as follows:

1) Approval for O.C.C. Plc. to enter into a loan guarantee transaction for Saha Komehyo Co., Ltd. in proportion to shareholding within the limit of Baht 2,500,000 to KOMEHYO Holdings Co., Ltd. (Japan), which is the guarantor of full loan amount Baht 50,000,000 to Bank of Ayudhya Plc. (Lender), which is considered as financial assistance to connected persons. Details are as follows:

1. Date, month, year of the transaction : within March 2024

2. Parties involved

- Guarantor : O.C.C. Plc.
- Guarantor Applicant : Saha Komehyo Co., Ltd.
: Registered capital at amount Baht 165,000,000
: Core Business - buy and sell second hand brand-name goods

<u>Shareholder</u>	<u>Shareholding Ratio</u>
Komehyo Hongkong	49.00%
Saha Pathana Inter-Holding Plc.	31.00%
O.C.C. Plc.	5.00%
Other legal entities	15.00%

- Relationship : Joint majority shareholders are Saha Pathana Inter-Holding Plc. holding 14.36% of O.C.C. Plc. and 31% of Saha Komehyo Co., Ltd.

3. Short-term loan amount : Baht 50,000,000 from Bank of Ayudhya Plc.

4. Guarantee in proportion to 5% of shareholding : Baht 2,500,000; guarantee period is effective from the beginning of the contract until February 28, 2025

5. Purpose of Guarantee : Comply with joint venture agreement and support the operation of joint venture companies

6. Characteristics of transaction

- Transaction Type : Financial assistance to connected person pursuant to the Notification of the Capital Market Supervisory Board regarding "Criteria on Connected Transactions" Financial Aid Item Types by guaranteeing the loan amount in proportion to the 5% of shareholding.
- Transaction Size : Guarantee amount is Baht 2,500,000 less than 3% of NTA or Baht 100 million, either one is lower (3% of NTA of the Company as at December 31, 2023 was approximately Baht 29.27 million) which it needs



approval from the Board of Director and information must be disclosed to the Stock Exchange of Thailand without an approval from the shareholders.

7. The director who has a stake or the director who is a connected person : -None-
 8. Opinion of the Board of Directors : Agreed to approve the guarantee as detailed above to comply with the joint venture agreement and support the operation of joint venture companies.
 9. Opinion of the Audit Committee and/or from the Company's directors that is different from the Board of Directors' opinion : -None-
- 2) Approval for sale of all Amatissimo Co., Ltd.'s ordinary shares, which is the Company's subsidiary, to the third parties. Therefore, Amatissimo Co., Ltd. ceased to be a subsidiary of the Company. Details are as follows:
1. Date, month, year of the transaction : within March 2024
 2. Parties involved
 - Seller : O.C.C. Plc.
: Sale of Amatissimo Co., Ltd.'s ordinary shares; total 150,000 shares
 - Buyer : Natural person who is third party.
 - Relationship : The buyer is third party which is not connected persons and has no relationship to the directors and/or the executives including those who are related to such mentioned persons.
 3. Characteristics of transaction : Sale of Amatissimo Co., Ltd.'s ordinary shares
 4. Information of disposal of assets
 - Ordinary Share : Amatissimo Co., Ltd.
 - Type of business : Baking/distributing bread and bakery, opening shop/restaurant for serving pastry, foods and beverage
 - Registered Capital : Baht 19,500,000, dividing to 195,000 ordinary shares at the value of Baht 100 per share, Book Value as at December 31, 2023 was Baht 7.93 per share
 - Number of shares sold : 150,000 shares
 - Proportion of shareholding before trading : 150,000 shares, equivalent 76.92%
 - Proportion of shareholding after trading : -None-
 5. Shareholding Structure : O.C.C. Plc. held 150,000 shares, equivalent 76.92%
: 1 third party held 45,000 shares, equivalent 23.08%
 6. Total compensation value : Amatissimo Co., Ltd.'s 150,000 ordinary shares
: Selling price is Baht 73 per share, equivalent Baht 10,950,000. This price is lower than par price but higher than Book Value price as at December 31, 2023.



(Book Value price as at December 31, 2023 was Baht 7.93 per share).

7. Purpose of disposal : Reduce the burden of holding shares in businesses that makes a loss and to provide opportunity for the other business persons who have willingness to join in the business of baking/ distributing bread and bakery to continue this business management.
8. Transaction Size : Value of investment is compared to the total assets of the Company as per the highest value of the transaction, is equivalent to 0.88% (as at December 31, 2023). It is ineligible to the acquisition or disposal of the assets which are the registered company's significant and non-related transactions.
9. The director who has a stake : -None-
10. Opinion of the Board of Directors : Agreed to approve the sale of Amatissimo Co., Ltd.'s shares as detailed above for providing opportunity to the other business persons who have willingness to join in the business of baking/ distributing bread and bakery to continue this business management.
11. Opinion of the Audit Committee and/or from the Company's directors that is different from the Board of Directors' opinion : -None-

In this regard, the Company has set aside an allowance for impairment losses in Amatissimo Co., Ltd., amounting to Baht 3,490,500 Hence, there will be a loss to the Company's financial statements amounting to Baht 559,500 but it has no impact on the Company's operations

Please be inform accordingly.

Respectfully yours,

Teerada Ambhanwong
Mrs. Teerada Ambhanwong
Managing Director
Chief Executive Officer