

## PAN OCEAN CO., LTD.

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### MANDATORY DISCLOSURE FOR DECISION ON PAID-IN CAPITAL INCREASE

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\* Company: Pan Ocean Co., Ltd

\* Chief Executive Officer : Choo, Sung Yob & Kim, Hong Kuk

\* Location: Tower8, 7, Jong-ro 5-gil, Jongno-gu, Seoul, Korea

Tel) 82-2-316-5114

Website) <http://www.panocean.com>

\* Person in charge:      Position) Executive Director      Name) Jung, Do Sik  
Tel) 82-2-316-5114

#### Decision on Paid-in Capital Increase

1. Number and Type of New Shares	Common Stock (shares)	85,803
	Preferred Stock (shares)	-
2. Par Value per Share (KRW)		1,000
3. Total Number of Issued Stock Before Capital Increase(shares)	Common Stock (shares)	534,396,771
	Preferred Stock (shares)	-
4. Purpose of Capital Increase	Facilities Fund (KRW)	-
	Operating Fund (KRW)	-
	Fund for Acquisition of Other Company's share (KRW)	-
	Other Funds (KRW)	-
5. Method of Capital Increase		Allotment to the 3 <sup>rd</sup> Party
6. Issuing Price per Share	Common Stock (KRW)	12,500
	Preferred Stock (KRW)	-
7. Discount Rate or Premium Rate against the standard share price (%)		-
8. Ground in Articles of Association Regarding Allotment to the 3 <sup>rd</sup> Party		Article 11 (Preemptive Right) Section 2, Number 9, "In the case of issuing new shares by converting claims for public interest, secured claims and unsecured claims into equity"
9. Payment Date for New Shares		31 March 2017

10. Record Date of Dividend Payout of New Shares		1 January 2017
11. Delivery Date of New Share Certificates		20 April 2017
12. Listing Date of New Shares		21 April 2017
13. Relevance to Backdoor Listing by Contribution in Kind		Not Applicable
- Presence of Contribution in Kind		Not Applicable
- Presence of Unlisted Company among Contribution Property Contribution in Kind		Not Applicable
- Contribution in Kind Price of Shares Scheduled to be Paid	Contribution in Kind Price (KRW)	-
	Ratio to Consolidated Total Asset of the Company of Immediately Preceding Business Year (%)	-
- Number of Shares to be Paid		-
14. Compliance with Backdoor Listing Requirement		Not Applicable
15. Date of Board Resolution (Decision Date)		29 March 2017
- Attendance of Independent Directors	Present (No.)	2
	Absent (No.)	2
- Attendance of members of Audit Committee		Present
16. If Required to Submit Securities Report		Not Applicable
17. Reason if Exempted from Submitting Securities Report, the Reason		According to Article 277 in 'DEBTOR REHABILITATION AND BANKRUPTCY ACT'; When the Debtor of a New Company issues shares or bonds, the Article 119 in 'FINANCIAL INVESTMENT SERVICES AND CAPITAL MARKETS ACT' is Not Applicable.
18. Subject to Reporting to Fair Trade Commission		Not Applicable

#### 19. Reference

- The payment date for new shares is the date of debt-to-equity conversion and there is no payment for the new shares in accordance with the revised rehabilitation plan.
- This debt-to-equity conversion is for those who has confirmed claim amount after the approval of revised rehabilitation plan from the Court on 12th June 2015.

- Issuing price per a share was decided to KRW 12,500 according to the 2<sup>nd</sup> share consolidation(ratio 10:1) on the initial rehabilitation plan and another share consolidation(ratio 1.25:1) on the revised rehabilitation plan.
- The fractional shares less than 1 share accrued from the paid-in capital increase will be nullified pursuant to the revised rehabilitation plan.
- For the creditors who submitted the identification documents, the debt-to-equity conversion might be reserved this time due to disqualifications and proceed separately upon the BOD's approval after qualified identification documents being acquired.

[Ground for Allotment to the 3<sup>rd</sup> Party and the Purpose]

Article of Association as Ground for Allotment to the 3 <sup>rd</sup> Party	Purpose of Allotment to the 3 <sup>rd</sup> Party
Article 11 (Preemptive Right) Section 2, Number 9, “In the case of issuing new shares by converting claims for public interest, secured claims and unsecured claims into equity”	Financial Structure Improvement

[Details of 3<sup>rd</sup> Party Selection, Transaction, Allotted Shares by each 3<sup>rd</sup> Party for Allotment]

3 <sup>rd</sup> Party for Allotment	Relations with the Company or Major Shareholder	Reason for Selection	Transaction History and Plan before and after Decision of Capital Increase	Allotted Shares(No.)	Others
STENA WECO AS	Creditor of Unsecured Claims	Debt-to-Equity Conversion	-	57,071	-
SEA SUCCESS MARITIME INC	Creditor of Unsecured Claims	Debt-to-Equity Conversion	-	22,636	-
OMNI SHIPS PTE. LTD.	Creditor of Unsecured Claims	Debt-to-Equity Conversion	-	1,522	-
Heung Kook Saving Bank	Creditor of Unsecured Claims	Debt-to-Equity Conversion	-	3,838	-
Kwang Eon Lee	Creditor of Unsecured Claims	Debt-to-Equity Conversion	-	518	-

<b>3<sup>rd</sup> Party for Allotment</b>	<b>Relations with the Company or Major Shareholder</b>	<b>Reason for Selection</b>	<b>Transaction History and Plan before and after Decision of Capital Increase</b>	<b>Allotted Shares(No.)</b>	<b>Others</b>
KOEN	Creditor of Unsecured Claims	Debt-to-Equity Conversion	-	218	-

BY ORDER OF THE COMPANY

Lotus Isabella Lim Mei Hua  
Company Secretary

Date: 29 March 2017