



บริษัท อาร์ ซี แอล จำกัด (มหาชน)
Regional Container Lines Public Company Limited

TRANSLATION

Ref. No. RCL 003 / 2020

February 21st, 2020

Subject : Scheduling the 41st Annual General Meeting and Declaring No Dividend Payment
To : The President
The Stock Exchange of Thailand
Enclosure : (1) The Agenda of the 41st Annual General Meeting

The Board of Directors Meeting of Regional Container Lines Public Company Limited
No. 2 / 2020 held on 21st February 2020 passed the resolutions approving the following matters:

1. Scheduling the date of the 41st Annual General Meeting on Friday 24th April, 2020 at 10.30 a.m. at Montien Riverside Hotel, Vimarnthong Room, 4th Floor, 372 Rama 3 Road, Bangkhlo, Bangkok.
2. Fixing the Record Date for the right of shareholders to attend the 41st Annual General Meeting on 26th March, 2020.
3. No dividend payment for year 2019 due to negative operational results.
4. Approve to propose the 41st Annual General Meeting to consider the approval of the cancellation of Issuance and Offering of Debenture that approved by the 36th Annual General Meeting dated April 24th, 2015.

The agenda of the 41st Annual General Meeting is enclosed herewith.

The shareholders may view the Notice for the 41st Annual General Meeting on the Company's website <http://www.rclgroup.com> as from 20th March 2020.

Please be informed accordingly.

Yours faithfully,

(Company's seal)

signed

(Mrs. Suporn Amnuaypan)

Company Secretary

Company Secretary Unit
Tel. 02-2961076



บริษัท อาร์ ซี แอล จำกัด (มหาชน) Regional Container Lines Public Company Limited

The Agenda of the 41st Annual General Meeting

Agenda No. 1 **To Adopt the Minutes of the 40th Annual General Meeting held on 26th April 2019**

Board's Opinion That the Shareholders' Meeting should adopt the Minutes.

Agenda No. 2 **To Acknowledge the Report on the Year 2019 Operational Results of the Company**

Board's Opinion That the Shareholders' Meeting should acknowledge the report on the year 2019 operational results of the Company.

Agenda No. 3 **To Acknowledge Directors' Remuneration for the Year 2019**

Board's Opinion The Directors' Remuneration for the year 2019 is in accordance with the approved criteria and disclosed in the 2019 Annual Report under section "Corporate Governance" item 5 Responsibilities of the Board. It is reported to the Shareholders' Meeting for acknowledgement.

Agenda No. 4 **To Approve the Balance Sheets and Profit and Loss Statements as of 31st December 2019**

Board's Opinion That the Shareholders' Meeting should approve the audited Balance Sheets and Profit and Loss Statements as of 31st December 2019 and presented in the 2019 Annual Report under Section "Financial Statements".

Agenda No. 5 **To Approve Not Declaring Dividend for the Year 2019 Operational Results**

Board's Opinion The Shareholders' Meeting should approve not declaring dividend for the year 2019 operational results ended 31st December 2019 due to negative operational results.

Agenda No. 6 **To Consider Electing New Directors to Replace Those Due to Retire**

Board's Opinion In the year 2020, 3 directors due to retire comprise:

- | | |
|--------------------------------|----------------------|
| 1. Mr. Sumate Tanthuwani | Director |
| 2. Mr. Hartwig Schulze-Eckardt | Director |
| 3. Mr. Viset Choopiban | Independent Director |



บริษัท อาร์ ซี แอล จำกัด (มหาชน) Regional Container Lines Public Company Limited

The Board of Directors proposed 2 retired directors to resume the directorship and elect new 1 director as follows:

1. Mr. Sumate Tanthuwani Director
2. Mr. Viset Choopiban Independent Director and
3. Proposed Mr. Twinchok Tanthuwani as Director to replace Mr. Hartwig Schulze-Eckardt

Agenda No. 7 To Appoint the Company's Auditors and Approve the Audit Fees

Board's Opinion That the Shareholders' Meeting should appoint:

1. Mr. Chaityuth Augsuwithaya CPA No.3885, or
2. Mrs. Natsarak Sarochanunjeen CPA No.4563, or
3. Miss Daranee Somkamnerd CPA No.5007, or
4. Miss Jarunee Nuammae CPA No.5596

From A.M.T. & Associates to be the Company's auditors for the period from 1st January 2020 till 31st December 2020 with either one of the four auditors certifying the Company's financial statements on behalf of A.M.T. & Associates., and approved the audit fees for the year 2020 of Baht 1,500,000, same as the rates charged in the year 2019.

Agenda No. 8 To Approve the cancellation of Issuance and Offering of Debenture in an amount of not exceeding Baht 3,000 million approved by the 36th Annual General Meeting dated April 24th, 2015

Board's Opinion The Shareholders' Meeting should approve the cancellation of Issuance and offering of Debenture in an amount of not exceeding Baht 3,000 million approved by the 36th Annual General Meeting dated April 24th, 2015 due to the Company has not yet issued and offered the aforesaid debenture and no necessity to issue the debenture.