



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

TRANSLATION

Ref. No. RCL 003 / 2022

February 25th, 2022

Subject : Declaring Dividend Payment and Scheduling of the 43rd Annual General Meeting

To : The President
The Stock Exchange of Thailand

Enclosure : (1) The Agenda of the 43rd Annual General Meeting

The Board of Directors Meeting of Regional Container Lines Public Company Limited No. 2 / 2022 held on 25th February 2022 passed the resolutions approving the matter regarding the Annual General Meeting of Shareholders as following:

1. To propose the Annual General Meeting of Shareholders to consider and Declare Dividend Payment of the year 2021 operational results ended 31st December 2021 at Baht 6 per share to the 828,750,000 ordinary shares, totaling Baht 4,972,500,000, derived from profit under BOI privilege Baht 0.25 and Non-BOI Baht 2.75, paid out of the 2021 operational result. As the first interim dividend was earlier paid out on 10th September 2021 at Baht 1.50 per share, totaling Baht 1,243,125,000. The second interim dividend was earlier paid out on 3rd December 2021 at Baht 1.50 per share, totaling Baht 1,243,125,000 to the 828,750,000 ordinary shares. The remaining dividend will be paid at rate Baht 3 per share, totaling Baht 2,486,250,000 to the shareholders who have rights to receive dividend (Record Date) on 24th March 2022 and the dividend payment date is set to be on 20th May 2022. The right to receive dividend is yet to be approved by the shareholders at the Annual General Meeting of Shareholders on 22nd April 2022.
2. Scheduling the date of the 43rd Annual General Meeting on Friday 22nd April, 2022 at 10.30 a.m. at Panjathani Conference Center, Ratchada Room, 2nd Floor, 127/2, Panjathani Tower, Nonsi Road, Chongnonso Sub-District, Yannawa District, Bangkok 10120.
3. Fixing the Record Date for the right of shareholders to attend the 43rd Annual General Meeting of Shareholders on 24th March, 2022.

The shareholders may view the Notice for the 43rd Annual General Meeting on the Company's website <http://www.rclgroup.com> as from 18th March 2022.

Please be informed accordingly.

(Company's seal)

Yours faithfully,

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 43rd Annual General Meeting

Agenda No. 1
Board's Opinion

To Adopt the Minutes of the 42nd Annual General Meeting held on 23rd April 2021
That the Shareholders' Meeting should adopt the Minutes.

Agenda No. 2
Board's Opinion

To Acknowledge the Report on the Year 2021 Operational Results of the Company
That the Shareholders' Meeting should acknowledge the report on the year 2021 operational results of the Company.

Agenda No. 3
Board's Opinion

To Acknowledge Directors' Remuneration for the Year 2021
Directors' Remuneration for the year 2021 is in accordance with the approved criteria and disclosed in the Form 56-1 One Report of the year 2021 under section "Corporate Governance". It is reported to the Shareholders' Meeting for acknowledgement.

Agenda No. 4
Board's Opinion

To Approve the Balance Sheets and Profit and Loss Statements as of 31st December 2021
That the Shareholders' Meeting should approve the audited Balance Sheets and Profit and Loss Statements as of 31st December 2021 and presented in Form 56-1 One Report of the year 2021 under Section "Financial Statements".

Agenda No. 5
Board's Opinion

To Approve Declaring Dividend for the Year 2021 Operational Results
The Shareholders' Meeting should declaring dividend for the year 2021 operational results ended 31st December 2021 at Baht 6 per share to the 828,750,000 ordinary shares, totaling Baht 4,972,500,000, derived from profit under BOI privilege Baht 0.25 and Non-BOI Baht 2.75, paid out of the 2021 operational result. As the first interim dividend was earlier paid out of the operating period from 1st January to 30th June 2021 and retained earnings on 10th September 2021 at Baht 1.50 per share, totaling Baht 1,243,125,000. The second interim dividend was earlier paid out of the operating period from 1st January to 30th September 2021 on 3rd December 2021 at Baht 1.50 per share, totaling Baht 1,243,125,000 to the 828,750,000 ordinary shares. The remaining dividend will be paid at rate Baht 3 per share, Baht 2,486,250,000 to the shareholders who have rights to receive dividend (Record Date) on 24th March 2022 and the dividend payment date is set to be on 20th May 2022. The right to receive dividend is yet to be approved by the shareholders at the Annual General Meeting of Shareholders on 22nd April 2022.

Agenda No. 6
Board's Opinion

To Consider Electing New Directors to Replace Those Due to Retire

In the year 2022, 3 directors due to retire comprise:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Kua Hock Eng, | Director |
| 2. Mrs. Arpavadee Meekun-Iam, | Independent Director |
| 3. Mr. Charlie Chu | Director |

The Board of Directors proposed 3 directors to resume the directorship of the Company as follows:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Kua Hock Eng, | Director |
| 2. Mrs. Arpavadee Meekun-Iam, | Independent Director |
| 3. Mr. Charlie Chu | Director |



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

Agenda No. 7
Board's Opinion

To Appoint the Company's Auditors and Approve the Audit Fees
That the Shareholders' Meeting should appoint:

- | | |
|--------------------------------------|------------------|
| 1. Mrs. Natsarak Sarochanunjeen, | CPA No. 4563, or |
| 2. Miss Daranee Somkamnerd, | CPA No. 5007, or |
| 3. Miss Jarunee Nuammae, | CPA No. 5596, or |
| 4. Mr. Siramate Akkharachotkullanan, | CPA No. 11821 |

From A.M.T. & Associates to be the Company's auditors for the period from 1st January 2022 till 31st December 2022 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 2022 of Baht 1,630,000, which is Baht 130,000 higher than the rates charged in the year 2021.

Agenda No. 8
Board's Opinion

To Approve the amendment of the Company's Article of Association
That the Shareholders' Meeting should approve the amendment of the Company's Article of Association with regard to the repurchase of shares. The additional clause to be added is as follows;

Clause 12 The Company shall not own its shares or take them in pledge, except in the following circumstances:

1. The Company may repurchase its shares from dissenting shareholders who vote against a resolution of the shareholders' meeting approving an amendment to the Articles of Association of the Company regarding voting rights and the right to receive dividends which, in their opinion, is considered unfair.
2. The Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial trouble to the Company.

Share held by the Company shall not counted towards constituting a quorum for the shareholders' meeting and shall carry no voting right as well as no right to receive dividends. The Company shall dispose of the repurchases share within the period prescribed in the relevant ministerial regulations. If the Company fails to do so or is unable to complete the disposition within the prescribed period, the Company shall reduce its paid-up capital by writing off such unsold shares.

The repurchase of shares, disposition of share and writing off of the unsold shares shall comply with the rules and procedures as prescribed in the relevant ministerial regulations which legislate in accordance with the Public Limited Company Act.

The repurchase of shares shall be approved by the shareholders' meeting, except that a repurchase of shares in an amount of not more than 10 percent of the paid-up capital shall be approved by the board of directors.