

*Criteria for Shareholders to Propose AGM Agenda
and
Director-Nominee in Advance*



Regional Container Lines Pcl.

Background

The Securities and Exchange Act B.E. 2551, Section 89/28 with regard to Annual General Meeting reads as follows :

A shareholder or shareholders who hold shares and have the right to vote amounting to **not less than 5 percent of the total number of the voting rights** of the company may submit a written proposal in order to request the Board of Directors to include such proposal as an agenda of the Shareholders' Meeting. The proposal shall indicate whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including details of the proposed matter for the Annual General Meeting or Extraordinary General Meeting, provided that it shall comply with rules as specified by the notification of the Capital Market Supervisory Board.

The Board of Directors shall include the matter proposed by the shareholders under the first paragraph as the agenda of the upcoming Shareholders' Meeting. In the following cases, however, the Board of Directors may refuse to include such proposal as the agenda of the meeting :

1. the proposal does not comply with rules as specified in the first paragraph;
2. the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
3. the proposal is beyond the company's power to produce the purposed result;
4. the proposal was submitted to the Shareholders' Meeting for its consideration within the previous twelve months and received the supporting votes of less than 10 percent of the total number of the voting rights of the company, unless the fact pertaining to the re-submission has significantly changed from that of the previous Shareholders' Meeting;
5. any other cases as specified in the notification of the Capital Market Supervisory Board.

In case where the Board of Directors refuses to include the matter proposed by the shareholders under the first paragraph as the agenda in any Shareholders' Meeting, it shall be notified as the matter for information in that Shareholders' Meeting with reasons of such refusal.

In case where the shareholders in the Meeting under the third paragraph pass a resolution, with a majority vote of the total number of shareholders present at the Meeting and have the right to vote, to include the matter proposed by shareholders under the first paragraph as the agenda of the meeting, the Board of Directors shall include such matter as the agenda of the next Shareholders' Meeting.

Proposal

In compliance with the good corporate governance relating to the rights and equitable treatment of shareholders, the Company will facilitate the eligible shareholders in proposing the agenda and director – nominee in advance of the Annual General Meeting.

The criteria and procedures as approved in 2008 attached for Board review prior to posting on RCL website and inviting the shareholders to propose the agenda and/or director – nominee for the forthcoming Annual General Meeting (April 2014).

The timeframe for submission is set during 15th November - 31st December 2013