



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

TRANSLATION

Ref. No. RCL 001 / 2017

February 24, 2017

Subject : Declaring No Dividend Payment and Scheduling the 38th Annual General Meeting

To : The President
The Stock Exchange of Thailand

The Board of Directors at its Meeting No. 1 / 2017 held on 24th February 2017 passed the resolutions approving the following matters:

1. No dividend payment for year 2016 due to negative operational results.
2. Scheduling the date of the 38th Annual General Meeting on Friday 28th April, 2017 at 10.30 a.m. at Montien Riverside Hotel, Vimarathip Room, 5th Floor, 372 Rama 3 Road, Bangkoklo, Bangkok.
3. Fixing the Record Date for the right of shareholders to attend the 38th Annual General Meeting on 30th March, 2017 and the closing of registration book for gathering shareholders' names under the section 225 of the Securities and Exchange Act on 31st March, 2017.

The agenda of the 38th Annual General Meeting is enclosed herewith.

The shareholders may view the Notice for the 38th Annual General Meeting on the Company's website <http://www.rclgroup.com> as from 28th March 2017.

Yours faithfully,

(Company seal)

signed

(Mrs. Suporn Amnuaypan)

Company Secretary

Company Secretary
Tel. 0-2296-1076

The Agenda of the 38th Annual General Meeting

Agenda No. 1 To Adopt the Minutes of the 37th Annual General Meeting held on 29th April 2016

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

Agenda No. 2 To Acknowledge the Report on the Year 2016 Operational Results of the Company

Board's Opinion That the Shareholders' Meeting should acknowledge the report on the year 2016 operational results of the Company

Agenda No. 3 Directors' Remuneration for the Year 2016

Board's Opinion The Directors' Remuneration for the year 2016 is in accordance with the approved criteria and disclosed in the 2016 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 2016

Board's Opinion That the Shareholders' Meeting should approve the audited Balance Sheets and Profit and Loss Statements as of 31st December 2016 and presented in the 2016 Annual Report under Section "Financial Statements".

Agenda No. 5 To Approve Not Declaring Dividend for the Year 2016 Operational Results

Board's Opinion The Shareholders' Meeting should approve not declaring dividend for the year 2016 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 2017, 3 directors due to retire comprise

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

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

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

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

Board's Opinion That the Shareholders' Meeting should appoint Prof. Emeritus Kesree Narongdej, CPA No.0076 or Mrs. Natsarak Sarochanunjeen, CPA No.4563 or Mr. Chaiyuth Augsuwithaya, CPA No.3885 of A.M.T. & Associates to be the Company's auditors for the period from 1st January 2017 till 31st December 2017 with either one of the three auditors certifying the Company's financial statements on behalf of A.M.T. & Associates., and approved the audit fees of Baht 1,539,000 same as the year 2016.