



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

-Translation-

Ref. No. RCL 009/2023

April 21st, 2023

Subject: Resolutions of the 44th Annual General Meeting of Shareholders 2023

To: The President
The Stock Exchange of Thailand

The 44th Annual General Meeting of Shareholders 2023 of Regional Container Lines Public Company Limited (the “Company”) was held on April 21st, 2023 at 10.30 a.m. in the form of Hybrid Meeting (Physical and E-Meeting) at Panjathani Conference Center, Ratchada Room, 2nd Floor, 127/2, Panjathani Tower, Nonsi Road (Rachadaphisek Road), Chongnonsi Sub-District, Yannawa District, Bangkok, 10120 and via Zoom Meeting. The Meeting passed the following resolutions:

1. Adopted the Minutes of the 43rd Annual General Meeting of Shareholders held on April 22nd, 2022 by a majority of votes of the shareholders who were present at the meeting and casted their votes as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	501,340,303	0	0	0
Percentage	100.00	0	-	0

2. Acknowledged the Report on the Company’s operational results for the year 2022
3. Acknowledged directors’ remuneration for the year 2022
4. Approved the directors’ remuneration criteria according to the proposal of the Nomination & Remuneration and Corporate Governance Committee and the Board of Directors as following details:
 - (1) Monthly remuneration
 - (2) Adjust remuneration structure concerning standard remuneration in the case that the net earnings of the Company’s operating result is less than or equal to Baht 1,000 million
 - (3) The new remuneration criteria is effective from the year 2023 operating results onwards or until there is other resolution.

Monetary Compensation

1) Monthly Standard Remuneration

Position	Monthly Standard Remuneration (Baht)
Chairman	100,000
President	80,000
Board of Director	40,000
Audit Committee	30,000
Nomination & Remuneration and Corporate Governance Committee	15,000

- 2) Additional remuneration of the exceeding portion from the first bracket of Baht 1,000 million



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In case the net earnings are exceed Baht 1,000 million, the directors shall be additionally remunerated at the rate of 0.5% of the excess portion from the first bracket of Baht 1,000 million. Each director / committee member shall be additionally remunerated in proportion to his/her “standard remuneration”

Non-Monetary Compensation: None

In addition, the directors do not receive any meeting attendance fee or benefits in other forms except the aforesaid remuneration. The Meeting has resolved by the votes of more than two-thirds of the total votes of the shareholders who were present at the Meeting. In addition, in case the Company’s net earnings are exceed Baht 1,000 million, the directors shall be additionally remunerated at the rate of 0.5% of the excess portion from the first bracket of Baht 1,000 million. Each director/committee member shall be additionally remunerated in proportion to his/her “standard remuneration” as approved by the 26th Annual General Meeting of Shareholder held on 29 April 2005. The results of votes are present as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	500,724,505	773,600	3,300	0
Percentage	99.85	0.15	0.0007	0

Remark: In this agenda there were 161,102 additional shareholders and proxies attending the Meeting.

5. Approved the statements of financial position and statements of profit and loss for the year ended December 31st, 2022 by a majority of votes of the shareholders who were present at the meeting and casted their votes as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	500,770,105	0	731,500	0
Percentage	100	0	-	0

Remark: In this agenda there were 200 additional shareholders and proxies attending the Meeting.

6. Approved the dividend payment for the year 2022 operational results aggregating at Baht 7 per share to the 828,750,000 ordinary shares, totaling Baht 5,801,250,000. The Company had already declared and made two interim dividend payments during the year 2022 on September 2nd, 2022 at Baht 1.75 per share and on December 9th, 2022 at Baht 2.25 per share. The remaining dividend, therefore, will be paid at the rate of Baht 3 per share, totaling Baht 2,486,250,000, derived from:

- 1) Net profit of business that is exempt from corporate income tax from BOI at the rate of Baht 0.60,
- 2) Net profit of businesses that is exempt from tax under the Royal Decree issued under the Revenue Code governing tax exemption (No. 314) B.E. 2540 at the rate of Baht 0.40, and
- 3) Dividends or share of profits that are tax exempted from being included in the calculation of corporate income tax which shareholders shall not be able to apply for the tax credit at the rate of Baht 2.00.

The Company will pay the dividend as mentioned above to shareholders who are entitled to receive the dividend as appeared on Record Date in March 17th, 2023. The Meeting has resolved by a majority of the votes of the shareholders who were present at the meeting and casted their votes as follows:



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	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	501,501,605	0	0	0
Percentage	100.00	0	-	0

7. Approved the election of directors to replace those who are retired by rotation by re-election of 3 retiring directors to resume their directorship for another term by a majority of votes of the shareholders who were present at the meeting and casted their votes as follows:

7.1 Mr. Sumate Tanthuanit Director, (re-election)

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	492,546,885	8,954,720	0	0
Percentage	98.21	1.79	-	0

7.2 Mr. Twinchok Tanthuanit Director, (re-election)

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	499,897,505	1,604,100	0	0
Percentage	99.68	0.32	-	0

7.3 Mr. Viset Choopiban Independent Director, (re-election)

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	492,184,875	9,316,730	0	0
Percentage	98.14	1.86	-	0

8. Approved the appointment of the Company's auditors and the audit fee for the year 2023, Mrs. Natsarak Sarochanunjeen, CPA No. 4563 (2 years of signing the financial statements), and/or Miss Daranee Somkamnerd, CPA No. 5007, and/or Miss Jarunee Nuammae, CPA No 5596, and/or Mr. Siramate Akkharachotkullanan, CPA No. 11821 from A.M.T. & Associates to be the Company's auditors for the period from January 1st, 2023 to December 31st, 2023 with either one of the four auditors certifying the Company's financial statements on behalf of A.M.T. & Associates. In the event those auditors are unable to perform their duties, A.M.T. & Associates is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The proposed audit fee for the year 2023 shall be Baht 1,630,000 (excluding other expenses/fees) which is equal to the previous year. The Meeting has resolved by a majority of votes of the shareholders who were present at the meeting and casted their votes as follows:



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	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	497,558,985	3,939,320	3,300	0
Percentage	99.21	0.79	-	0

Please be informed accordingly.

Yours faithfully,

-signed-

(Ms. Nadrudee Rungruengphon)
Company Secretary

Company Secretary
Tel. 02-296-1075 / 02-296-1093, 02-296-1395