



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

TRANSLATION

Ref. No. RCL 007 / 2020

April 24<sup>th</sup>, 2020

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

With reference to postponement of the 2020 Annual General Meeting of the Shareholders as Ref. No. RCL 006 / 2020 dated March 31<sup>st</sup>, 2020. The Board of Directors Meeting of Regional Container Lines Public Company Limited No. 3 / 2020 held on 24<sup>th</sup> April 2020 passed the resolutions approving the matter regarding the Annual General Meeting of the Shareholders as following:

1. Scheduling the date of the 41<sup>st</sup> Annual General Meeting on Thursday 4<sup>th</sup> June, 2020 at 10.30 a.m. at Montien Riverside Hotel, Vimarnthip Room, 5<sup>th</sup> Floor, 372 Rama 3 Road, Bangkhlo, Bangkok.
2. Fixing the Record Date for the right of shareholders to attend the 41<sup>st</sup> Annual General Meeting on 8<sup>th</sup> May, 2020.
3. No dividend payment for year 2019 due to negative operational results.
4. Approve to propose the 41<sup>st</sup> Annual General Meeting to consider the approval of the cancellation of Issuance and Offering of Debenture that approved by the 36<sup>th</sup> Annual General Meeting dated April 24<sup>th</sup>, 2015.

The agenda of the 41<sup>st</sup> Annual General Meeting is enclosed herewith.

The shareholders may view the Notice for the 41<sup>st</sup> Annual General Meeting on the Company's website <http://www.rclgroup.com> as from 27<sup>th</sup> April 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 41<sup>st</sup> Annual General Meeting

**Agenda No. 1** To Adopt the Minutes of the 40<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> 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 31<sup>st</sup> December 2019

**Board's Opinion** That the Shareholders' Meeting should approve the audited Balance Sheets and Profit and Loss Statements as of 31<sup>st</sup> 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 31<sup>st</sup> 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 Tanthuanit       | Director             |
| 2. Mr. Hartwig Schulze-Eckardt | Director             |
| 3. Mr. Viset Choopiban         | Independent Director |



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

1. Mr. Sumate Tanthuwanit Director
2. Mr. Viset Choopiban Independent Director and
3. Proposed Mr. Twinchok Tanthuwanit 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. Chaiyuth 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 1<sup>st</sup> January 2020 till 31<sup>st</sup> 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 36<sup>th</sup> Annual General Meeting dated April 24<sup>th</sup>, 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 36<sup>th</sup> Annual General Meeting dated April 24<sup>th</sup>, 2015 due to the Company has not yet issued and offered the aforesaid debenture and no necessity to issue the debenture.