บริษัท อาร์ ซี แอล จำกัด (มหาชน)



Regional Container Lines Public Company Limited

-Translation-

Ref. No. RCL 004/2023

February 24th, 2023

- Subject : Schedule for the 44th Annual General Meeting of Shareholders 2023 via Hybrid Meeting and Dividend Payment
- To : The President The Stock Exchange of Thailand

Regional Container Lines Public Company Limited (the "Company") would like to inform that the Board of Directors Meeting No. 1/2023 held on February 24th, 2023 passed the important resolutions as follows:

- 1. To hold the 44th Annual General Meeting of Shareholders 2023 on Friday, April 21st, 2023 at 10.30 a.m. via Hybrid Meeting (Physical and E-Meeting) at Panjathani Conference Center, Ratchada Room, 2nd Floor, 127/2, Panjathani Tower, Nonsi Road (Ratchadaphisek Road), Chongnonsi Sub-District, Yannawa District, Bangkok 10120.
- 2. To fix Friday, March 17th, 2023 as the Record Date for the right of shareholders to attend the 44th Annual General Meeting of Shareholders 2023 and receive the dividend.
- 3. To determine the agenda items for the 44th Annual General Meeting of Shareholders 2023 as follows:
- Agenda 1To adopt the minutes of the 43rd Annual General Meeting of Shareholders held
on April 22nd, 2022Opinion of the BoardThe Board of Directors considered and deemed appropriate to propose the
Shareholders' Meeting to adopt the Minutes of the 43rd Annual General
Meeting of Shareholders held on April 22nd, 2022.
- Agenda 2
 To acknowledge the report on the Company's operational results for the year 2022
- Opinion of the Board The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to acknowledge the report on the year 2022 operational results of the Company as illustrated in the 2022 Annual Report (56-1 One Report).
- Agenda 3 To acknowledge directors' remuneration for the year 2022
- Opinion of the Board The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to acknowledge the directors' remuneration for the year 2022, which is in accordance with the criteria approved by the Shareholders' Meeting and disclosed in the 2022 Annual Report (56-1 One Report) under section "Corporate Governance Structure".

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| Agenda 4 | To consider and approve the directors' remuneration criteria |
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| Opinion of the Board | The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to approve the amendment to "standard remuneration", which was approved by the 25 th Annual General Meeting held on April 30 th , 2004 that in case the net earnings of the Company's operating result is less than or equal to Baht 1,000 million and additionally approved the increase of remuneration for the Nomination & Remuneration and Corporate Governance Committee by the 39 th Annual General Meeting held on April 27 th , 2018, as follows: (1) Monthly remuneration (2) Adjust remuneration structure concerning standard remuneration in the |

- (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 as from the year 2023 operating results.

| Position | Position Current | | New Proposal | | |
|---|--------------------------------|----------------------|--------------|----------|----|
| | Total Standard (Yearly Pay) | Average Pay/Month | Monthly Pay | Increase | % |
| Chairman | 1,000,000 | 83,333 | 100,000 | 16,667 | 20 |
| President | 800,000 | 66,667 | 80,000 | 13,333 | 20 |
| Board of Director | 400,000 | 33,333 | 40,000 | 6,667 | 20 |
| Audit Committee | 300,000 | 25,000 | 30,000 | 5,000 | 20 |
| Nomination & Remuneration and Corporate Governance Committee | 150,000 | 12,500 | 15,000 | 2,500 | 20 |

Nevertheless, the additional remuneration at the rate 0.5% of the excess portion from the first bracket of Baht 1,000 million remains the same.

In addition, the directors do not receive any meeting attendance fee or benefits in other forms except the aforesaid remuneration.

totaling Baht 5,801,250,000. The Company had already declared and made

To consider and approve the statements of financial position and statements of Agenda 5 profit and loss for the year ended December 31st, 2022 Opinion of the Board The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to approve the Company's audited statements of financial position and statements of profit and loss for the year ended December 31st, 2022 and presented in the 2022 Annual Report (56-1 One Report) under Section "Financial Statements". To consider and approve the dividend payment for the year 2022 operational Agenda 6 results Opinion of the Board The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to approve the dividend for the year 2022 operational results, aggregating at Baht 7 per share to the 828,750,000 ordinary shares,

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| | two interim dividend payments during the year 2022 on September 2 nd , 2022 at Baht 1.75 per share and on December 9 th , 2022 at Baht 2.25 per share, respectively. |
| | The remaining dividend will be paid at rate Baht 3 per share, totaling Baht 2,486,250,000, derived from profit under BOI privilege Baht 0.60 and Non-BOI Baht 2.40 to the shareholders who have rights to receive dividend (Record Date) on March 17 th , 2023 and the dividend payment date is set to be on May 19 th , 2023. The aforesaid dividend payment is yet to be approved by the shareholders at the Annual General Meeting of Shareholders on April 21 st , 2023. The dividend payment is in accordance with the Company's Dividend Payment Policy. |
| <u>Agenda 7</u> | To consider and approve the election of directors to replace those who are retired by rotation |
| Opinion of the I | Board The Board of Directors (by the directors with no conflict of interest) considered and deemed appropriate to propose the Shareholders' Meeting to approve the re-election of 3 directors due to retire, namely Mr. Sumate Tanthuwanit, Mr. Twinchok Tanthuwanit and Mr. Viset Choopiban for another term of directorship. |
| <u>Agenda 8</u> | To consider and approve the appointment of the Company's auditors and the audit fees for the year 2023 |
| Opinion of the H | Board The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to approve the appointment the auditors as follows: |
| | 1.Mrs. Natsarak Sarochanunjeen,CPA No.4563, and/or2.Miss Daranee Somkamnerd,CPA No. 5007, and/or3.Miss Jarunee Nuammae,CPA No 5596, and/or4. Mr. Siramate Akkharachotkullanan,CPA No. 11821 |
| | from A.M.T. & Associates to be the Company's auditors for the period from January 1 st , 2023 to December 31 st , 2023 with either one of the four auditors certifying the Company's financial statements on behalf of A.M.T. & Associates with the audit fees of Baht 1,630,000 which is equal to the previous year. |
| Agenda 9 | Other matters (if any) |

The Company had invited the shareholders to propose the additional agenda and nominate qualified candidates to be elected as director in advance for the 44th Annual General Meeting of Shareholders 2023 in compliance o the good corporate governance. Neither additional agenda nor director-candidate was proposed for this year.



Additionally, the Company will publish the invitation letter for the 44th Annual General Meeting of Shareholders 2023 and its attachments as well procedures for attending the Meeting via E-Meeting prior to the Meeting date on the Company's website http://www.rclgroup.com.

Please be informed accordingly.

Yours faithfully,

-signed-

(Ms. Nadrudee Rungruengphon) Company Secretary

Company Secretary 02-296-1075 / 02-296-1093 / 02-296-1395