



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

-Translation-

Ref. No. RCL 004/2024 February 23rd, 2024
Subject : Schedule for the 45th Annual General Meeting of Shareholders 2024 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. 1/2024 held on February 23rd, 2024 passed the important resolutions as follows:

1. To hold the 45th Annual General Meeting of Shareholders 2024 on Friday, April 19th, 2024 at 09.30 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 Thursday, March 14th, 2024 as the Record Date for the right of shareholders to attend the 45th Annual General Meeting of Shareholders 2024 and receive the dividend.
3. To determine the agenda items for the 45th Annual General Meeting of Shareholders 2024 as follows:

Agenda 1

To acknowledge the report on the Company’s operational results for the year 2023

Opinion of the Board

The Board of Directors considered and deemed it appropriate to propose the Shareholders’ Meeting to acknowledge the report on the year 2023 operational results of the Company as illustrated in the 2023 Annual Report (56-1 One Report).

Agenda 2

To acknowledge directors’ remuneration for the year 2023

Opinion of the Board

The Board of Directors considered and deemed it appropriate to propose the Shareholders’ Meeting to acknowledge the directors’ remuneration for the year 2023, which is in accordance with the criteria approved by the Shareholders’ Meeting and disclosed in the 2023 Annual Report (56-1 One Report) under section “Corporate Governance Structure”.

Agenda 3

To consider and approve the statements of financial position and statements of profit and loss for the year ended December 31st, 2023

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, 2023 and presented in the 2023 Annual Report (56-1 One Report) under Section “Financial Statements”.

Agenda 4

To consider and approve the dividend payment for the year 2023 operational results

Opinion of the Board

The Board of Directors considered and deemed it appropriate to propose the Shareholders’ Meeting to approve the dividend for the year 2023 operational results, aggregating at Baht 0.75 per share to the 828,750,000 ordinary shares, totaling Baht 621,562,500. The Company had already declared and made an interim dividend payment during the year 2023 on September 8th, 2023 at Baht 0.25 per share.



บริษัท อาร์ ซี แอล จำกัด (มหาชน)

Regional Container Lines Public Company Limited

The remaining dividend will be paid at the rate of Baht 0.50 per share, totaling Baht 414,375,000, derived from profit under BOI privilege Baht 0.40 and Non-BOI Baht 0.10 to the shareholders who have rights to receive dividend (Record Date) on March 14th, 2024 and the dividend payment date is set to be on May 17th, 2024. The aforesaid dividend payment is yet to be approved by the shareholders at the Annual General Meeting of Shareholders on April 19th, 2024. The dividend payment is in accordance with the Company’s Dividend Payment Policy.

Agenda 5

To consider and approve the election of directors to replace those who are retired by rotation

Opinion of the Board

The Board of Directors (by the directors with no conflict of interest) considered and deemed it appropriate to propose the Shareholders’ Meeting to approve the re-election of 3 directors due to retire, namely Dr. Jamlong Atikul, Mr. Amornsuk Noparumpa and Mr. Sutep Tranantasin for another term of directorship.

Agenda 6

To consider and approve the increase in the number of directors and the election of a new director

Opinion of the Board

The Board of Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the increase of the number of directors from 9 to 10 members, which still conforms to the Company’s AOA, Article 20., by proposing one new director, namely Mr. Don Pramudwinai, as proposed by the NCGS Committee and duly agreed upon by the Board of Directors.

Agenda 7

To consider and approve the amendment to the Company’s Articles of Association, Articles 19, 24, and 36

Opinion of the Board

The Board of Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the amendment to the Company’s Articles of Association on Clause 19, 24, and 36 in order to comply with the amended Public Limited Companies Act (No. 4), B.E. 2565, as the details prescribed below.

Existing AOA	Proposed AOA
<p>Clause 19. The shareholder has the rights to attend and vote in the meeting of shareholders, but he may assign other person to be proxy in attending and voting on his behalf. In case of proxy, an instrument appointing the proxy must be submitted to the chairman or his assignee at the place of meeting before the beginning of meeting.</p>	<p>Clause 19. The shareholder has the rights to attend and vote in the meeting of shareholders, but he may assign other person to be proxy in attending and voting on his behalf. In case of proxy, an instrument appointing the proxy must be <u>made in writing and signed by the principal, or other forms in accordance with the criteria stipulated by laws, including but not limited to made via electronic method, and</u> submitted to the chairman or his assignee at the place of meeting before the beginning of meeting.</p>



บริษัท อาร์ ซี แอล จำกัด (มหาชน)

Regional Container Lines Public Company Limited

<p>Clause 24. The directors must hold the meeting once at least in 3 months. Time, date & venue shall be prescribed by the board of directors. In every director meeting the directors must attend the meeting not less than half of the total number of directors to constitute a quorum.</p>	<p>Clause 24. The <u>board of</u> directors must hold the meeting one at least <u>once every</u> in 3 months. Time, date & venue shall be prescribed by the board of directors. In every director meeting the directors must attend the meeting not less than half of the total number of directors to constitute a quorum.</p>
<p>Clause 36. Payment of dividend from other type of money other than the profit is prohibited. In case the Company has an accumulated/aggregated loss, payment of dividend is prohibited. Payment of each dividend must be approved by the meeting of shareholders based on majority of votes.</p> <p>The board of directors may pay the interim dividend to the shareholders from time to time when the Company has adequate profit. When payment of dividend is made, it must be reported to the meeting of shareholders in the next consecutive meeting.</p> <p>Payment of dividend must be made within 1 month from the date of resolution made by the meeting of shareholders or board of directors as the case may be. Written notice must be sent to the shareholders and advertised in the newspaper accordingly.</p>	<p>Clause 36. Payment of dividend from other type of money other than the profit is prohibited. In case the Company has an accumulated/aggregated loss, payment of dividend is prohibited. Payment of each dividend must be approved by the meeting of shareholders based on majority of votes.</p> <p>The board of directors may pay the interim dividend to the shareholders from time to time when the Company has adequate profit. When payment of dividend is made, it must be reported to the meeting of shareholders in the next consecutive meeting.</p> <p>Payment of dividend must be made within 1 month from the date of resolution made by the meeting of shareholders or board of directors as the case may be. Written notice must be sent to the shareholders and advertised in the newspaper <u>or electronic media accordingly as well as in compliance with relevant laws prescribed by the registrar.</u></p>

Agenda 8

To consider and approve the appointment of the Company’s auditors and the audit fees for the year 2024

Opinion of the Board

The Board of Directors considered and deemed it appropriate to propose the Shareholders’ Meeting to approve the appointment of the auditors as follows:

- | | |
|--------------------------------------|----------------------|
| 1.Mrs. Natsarak Sarochanunjeen, | CPA No.4563, and/or |
| 2.Miss Daranee Somkamnerd, | CPA No. 5007, and/or |
| 3.Miss Jarunee Nuammae, | CPA No 5596, and/or |
| 4. Mr. Siramate Akkharachotkullanan, | CPA No. 11821 |

from A.M.T. & Associates to be the Company’s auditors for the period from January 1st, 2024 to December 31st, 2024 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)



บริษัท อาร์ ซี แอล จำกัด (มหาชน)

Regional Container Lines Public Company Limited

The Company had invited the shareholders to propose the additional agenda and nominate qualified candidates to be elected as director in advance for the 45th Annual General Meeting of Shareholders 2024 in compliance to the good corporate governance. Neither additional agenda nor director-candidate was proposed for this ye Company had invited the shareholders to propose the additional agenda and nominate qualified candidates to be elected as director in advance for the 45th Annual General Meeting of Shareholders 2024 in compliance to 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 45th Annual General Meeting of Shareholders 2024 and its attachments as well as 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
Tel. 02-296-1093 / 02-296-1395