



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

Minutes of the 35th Annual Shareholders General Meeting 2014

Regional Container Lines Public Company Limited

At Vimarnthip Room, 5th Floor of Montien Riverside Hotel

372 Rama III Road, Bangkok, Bangkok

Friday, 25th April 2014

Directors Attending the Meeting

- | | |
|--------------------------------|---|
| 1. Dr. Jamlong Atikul | Director and Chairman |
| 2. Mr. Sumate Tanthuanit | Director and Managing Director |
| 3. Mr. Amornsuk Noparumpa | Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee |
| 4. Mr. Viset Choopiban | Independent Director, Chairman of Nomination and Remuneration Committee and Member of Audit Committee |
| 5. Mrs. Arpavadee Meekun-lam | Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee |
| 6. Ms. Tuangrat Kirtiputra | Director |
| 7. Mr. Kua Hock Eng | Director |
| 8. Mr. Hartwig Schulze-Eckardt | Director |

Management

- | | |
|----------------------------|------------------------------------|
| 1. Mr. Sumate Tanthuanit | Managing Director |
| 2. Ms. Tuangrat Kirtiputra | Executive Vice President (Support) |

Auditor

- | | |
|---------------------------------|---------------------|
| 1. Mrs. Natsarak Sarochanunjeen | A.M.T. & Associates |
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Shareholders Attending the Meeting

- 44 shareholders, holding 73,055,932 shares
- 61 proxies, holding 482,979,837 shares

Totalling 105 shareholders and proxies, holding 556,035,769 shares equal to 67.09 per cent of the total shares (828,750,000 shares), which constituted a quorum according to the Company Article of Association.

(Remark: After the Meeting started, there were shareholders registering to attend the Meeting. When the meeting adjourned, shareholders attended the meeting total of 131 shareholders, holding 585,531,644 shares or 70.65 per cent of the total shares.)



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Prior the Meeting started, Mr. Weerasak Wahawisal, Company Secretary explained the vote casting procedures and requested the Meeting to pass a consensus that only those objecting or abstaining to raise their hands and return the ballot papers of each agenda for votes counting in order to expedite the process and conclusion for each agenda. The result of each agenda will be presented on the screen informed to the meeting of the voting procedure of each agenda and informed the Company' directors and auditor to the meeting. Then, Dr. Jamlong Atikul was invited to proceed the 35th Annual Shareholders General Meeting 2014.

The Meeting started at 10.30 a.m.

Dr. Jamlong Atikul, Chairman of the Board of Director as the Chairman of the meeting reported total number of 828,750,000 shares. The 44 of shareholders attending the Meeting with 61 proxies, making total of 105 shareholders holding 556,035,769 shares equal to 67.09 per cent or over one third of total shares, which constituted a quorum in accordance with the Public Company Limited Act B.C. 2535, Article 103 and the Company's Articles of Association, Clause 15. The meeting was opened.

Dr. Jamlong Atikul proceeded the meeting as per following agenda.

Agenda No. 1 To Adopt the Minutes of the 34th Annual Shareholders General Meeting 2014

Dr. Jamlong proposed to the Meeting adopt the Minutes of the 34th Annual Shareholders General Meeting held on 26th April 2013 detailed as sent to all shareholders in advance together with the Notice. The said Minutes had been posted on the Company's website since May 2013. He asked if anyone had query or proposed amendment. No query or proposal to amend from shareholders, he then asked shareholders to vote.

Voting:	114 Shareholders casted 556,716,169 votes
Approved	556,713,669 votes equal to 99.9995 per cent
Not Approved	0 vote equal to 0.00 per cent
Abstained	2,500 vote equal to 0.0004 per cent

The meeting approved to adopt the Minutes of the 34th Annual Shareholders General Meeting held on Friday, 26th April 2013 with the majority votes.

Agenda No. 2: To acknowledge the Report on the year 2013 Operational Results of the Company

Mr. Sumate reported the Company's operation that in 2013 container carriers increased from 2012 with growing from the service routes in Asia, Europe and Atlantic even the demand of the routes in the west of Mediterranean and North were less. Based on Container Trades Statistics showed the liftings equaled to 127



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million Teus, increased 2.4%. World containers recorded amounting 5,043 vessels in 2013 increased from 5,010 vessels. In 2012, the operated vessels continually expanded and increased of capacity almost 1 million Teus with capacity of 17 million Teus. The new deliveries operated with capacity of 1.38 million Teus and there were vessels lay up 0.46 million Teus with growth demanding 2% in 2013.

Ending 2013, there were 296 vessels layup with capacity of 484,468 Teus that was lower than the previous year at 15,000 Teus or 2.8% of total capacity. In 2013, vessels lay up because sailing's reduction and adjusting capacity for the winter with 13 vessels that had capacity more than 7,500 Teus and 27 vessels had capacity between 5,100-7,500 Teus, it was the highest number of the year at 40 vessels. Furthermore, Mr. Sumate informed the freight rate for 2013 for the routes of Persia, Australia, New Zealand and South-east Asia base on Shanghai Freight Index (SCFI) that impacted form excess of vessels and over capacity with vary fluctuating, even though the fluctuation was less in South-east Asia but overall the freight rates were dropped in 2013.

Mr. Sumate added that the container's business could not gain profit from increasing freight rate, therefore, cutting costs and sale of assets continually increased to gain profit and it had to focus on operating efficiency. To be able to compete with cutting cost per unit impacting on fluctuates of the freight rates and the owner changed to use of the vessels with more capacities. In 2013, the bunker prices seemed to decrease, average of 7% from 2012, it was benefit for business in overall.

He then informed that the profit of 19 major carriers surveyed by Alphaliner reached USD 247 million. Although only six out of 19 carriers reported positive operating margins in 2013. However, carriers continue to struggle with weak demand growth and total lifting of the carriers surveyed by 16 carriers facing with slow growth since 2010.

Mr. Sumate reported the operational result of RCL Group that in 2013 we operated 45 container vessels with an annual capacity of 1.81 million Teus. Of the 45 vessels operated, 35 vessels were owned whilst other 10 vessels were chartered in. The Demand-Supply imbalance, the fierce competition from mainline operators cascaded their excessive capacity into Asia region which achieved the highest economic growth. Such environment posed a negative impact on RCL business which relied on global trade for SOC and regional trade for COC. SOC (Shipper Owned Container) liftings were at 1.032 million Teus, decreased 7.8% from 2012, RCL Group liftings were at 1.119 million Teus. COC liftings were at 1.057 million Teus, decreased 5.1% from 2012 with capacity of 1.114 million Teus.

The total liftings were 2.089 million Teus, dropped 6.4% from 2012 to 2.233 million Teus with an average utilization rate of 115% equal to 2012. The Group operated effective maximization of the capacity including



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the charter-in and charter-out strategy. In certain circumstance, the size of owned vessels may not suit the trade volume in the scheduled trade lanes, proper-sized vessels are to be chartered in while owned vessels being chartered out to generate income rather than being laid up.

Mr. Sumate reported to the shareholders the Company's income, cost and profit that the **freight income** was Baht 13,111.6 million in 2013, declined 3% from Baht 13,547.9 million in 2012 as drop in liftings. The **cost of freight and operation** was Baht 12,865.7 million declined 4% from Baht 13,345.1 million in 2012. The variable cost declined in accordance with the drop in liftings coupled with the strict control of bunker consumption, contributing to overall reduction operating cost. The group recorded the gross profit from freight income at Baht 245.9 million compared to the gross profit of Baht 202.8 million in 2012. The **total turnover before dividend income tax, exchange difference, provision for loss on impairment of assets and gain on sales of fixed assets** at Baht 13,143.7 million, dropped 3% from previous year with the total turnover of Baht 13,619.1 million, mainly due to 6.5% decrease in lifting coupled with 0.07% freight rate deterioration and income from charter out increased 3.9%. Regional Container Lines Pte., Ltd., a wholly subsidiary in Singapore, holds 15% interest in Jurong Districentre Pte., Ltd., and received **dividend from the investment** equivalent to Baht 16.7 million. In 2013, the year-on-year average rate for Thai Baht weaken against US\$, it created a translation gain resulting from US\$ loans revaluation and payables settlements during the year. The group recorded the **exchange gain** of Baht 58.3 million against the exchange gain of Baht 46.7 million in 2012.

At every yearend, the Group arranges for an independent appraiser to review the fair value of the vessels in accordance with the accounting standards. The **impairment loss** of the vessels totaling Baht 722.2 million was recognized in the 2013 Profit & Loss Statement. The new deliveries, added to the oversupply situation, have impacted the charter hire rate and vessel price respectively. In 2013, the Group recorded the **impairment loss** of impairment on 2 chartered vessels under onerous contracts totaling Baht 155.2 million. In 2013 The Group recorded gain on sale of assets totaling Baht 95.4 million compared to gain on sale of assets of Baht 292.0 million in the previous year. The Group recorded a **gain on sale** of old containers amounting to Baht 2,683 containers compared to the sale of 4,535 containers and the steel price decreased from USD 759 per ton to USD 708 per ton.

The **administrative expenses and others** amounting Baht 1,051.7 million, dropped 7% from the previous year of Baht 1,133.2 million from decreasing of salary's payment at Baht 62 million, agency's payment at Baht 11 million and communication's payment at Baht 10 million. The Group **loss before finance cost and income tax** recorded at Baht 1,480.7 million against the loss of Baht 1,606.1 million in 2012. The Group's **net loss after tax and minority interest** was recorded at Baht 1,652.9 million against the net loss of Baht 1,929.2 million in 2012.



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The Group's net loss after tax and minority interest at Baht 1,652.9 million, mainly came from 3 special items that comprised of recording of impairment of assets at Baht 722.2 million, onerous contract at Baht 155.2 million but gained on sale on fixed assets at Baht 95.4 million. Therefore, the net loss from the operation and before special items equal to Baht 870.9 million compared to the net loss at Baht 1,124.6 million in the previous year.

Mr. Sumate also stated that total assets decreased from Baht 21,235 million in 2012 to Baht 19,924 million in 2013 or 6% from loan repayment, reduction of trade receivables and impairment. Total liabilities increased from Baht 10,503 million in 2012 to Baht 10,624 million or 1% in 2013 from increasing of current liabilities. Shareholders' equity dropped from Baht 10,732 million in 2012 to Baht 9,300 million or 13% in 2013, mainly came from operation's loss.

Mr. Sumate reported the business outlook in 2014 with showing the capacity as of March, order book in 2014, Delivery/Order in 2015, Scrap and global container demand growth that the business had impacted from supply and new deliveries and the complicated of services and the competition. According to Alphaliner newsletter, vessels laid up would not be scrapped but it was needed to maintenance to prepare for chartering out. However, there was expectation GDP in China at 7.5% and could be growing more than 7% in 2014. China's economy size was 4 times of economy in Asian that it could support Asian economy for a while, however, if the business in Europe and America slightly improved, it could increase import-export in this year. With unexpected situation of container carriers, the major ship lines corporated the services together to reduce existing capacity.

Mr. Sumate assured to the shareholders that the Board of Directors fully concerned of the looming negative factors and obstacles, be it the overcapacity, the severe competition, the bunker costs and freight rates which would continually impacted ship's industry in 2014. It was a must that RCL Group needed to reorganize the organization and the strategies to keep pace with the dynamic market environment; develops the capacities of the staff of all levels to be well poised for the more intense completion as well as to explore new business opportunities in the AEC market. RCL Group is geared towards sustainable growth and long-term shareholders' value.

At end of the report, Mr. Sumate asked the shareholders if there be any queries. The shareholders asked the questions as followings:



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Question: (1) Impairment was Baht 749 million in 2012. Mr. Sumate informed that there was no more impairment but occurred in 2013 at Baht 722 million. Was price of other assets close to market's price? Would it be any impairment in 2014?

(2) Onerous contracts in 2012 and 2013 recorded high loss. Were there any impairment of assets and how much? Ms. Tuangrat Kirtiputra answered

Answered: Impairment of Assets was accounting standard to protect shareholders as it reflects fair value of the vessel. In the past, there was impairment of building in Singapore but sold, currently it was only impairment of vessel. However, could not answer that would it be impairment in the next year as the Company cannot control it, it depended on the market. To calculate the prices could be explained that if buying the ships in peak period which was 2005, the building took 3-4 years, then the prices dropped when delivery about 50%-60% of buying' prices. Thus, it should found out present value of cash flow when recorded that cash flow came from chartering. If the freight rate could not be improved, the chartering and present value will be low compared to buying in 2005 which was highest freight rates. If it is good in next year, there will not be impairment, meaning that if the freight rate is high and chartering will be high as well, accountant could calculate value of each ship.

For 2 onerous contracts were vessel sold and leased back in 2008 with dropping price but recorded separately as on onerous contract.

Question: Was impairment over by now?

Answered: Could not answer as it depends on vessel' prices every year and impairment was calculated by accountant following accounting standard. Impairment was non-cash item that could be gain or loss.

Question: Capacity over 110 yearly. Was it over capacity? Average freight rates in 2007-2012 was USD 190 at costs of USD 174 with losing USD 20, it might be depreciation. Why we did not record?

Answered: The route is from Shanghai to India which passing Singapore, we had two choices that the first was fully lift from Shanghai to India, the second lifted from Shanghai to Singapore 20% and 80% dropped at India. Dropping 20% at Singapore, then we could lift from Singapore to India 20%, calling multiple lift, one ship could lift more than 100%.

Question: Could the highest capacity equal to 200?

Answered: Depending on when leaving from Singapore how many percent gave to India with unequivalent. Thus, we needed to calculate net contribution of each liftings and comparing the freight rate in the market to find out that which one made high profit. The liftings' type



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was not fixed if demand was high, we may use two ships to Singapore and India to get the best income. It may not be the case to use one big ship to save the costs.

Question: Costs of freight and operation in 2008-2012 was USD 192 but showed in 2012 Annual Report, page 37 at USD 170, lose USD 18 that was depreciation. Why we did not count depreciation as cost?

Answered: The depreciation is always included in financial statement but depending on how to form into groups. If recording into fix costs or variable costs, the depreciation appeared at the line below, therefore, it depended on what we defined. If we talked about consolidated financial statement, it was recorded approximately Baht 1,200 million yearly.

Question: Please explained about two new deliveries?

Answered: Ms. Tuangrat answered that these two vessels were ordered in previously and took 3-4 years for building. When ordering, the Company deposited some amount and also noted in the note of financial statement that the Company had commitment of the new deliveries, then, the Company received loan form EXIM. As seen that the Company received two new deliveries in last year because after economy was downed, the Company asked for the discount and postpone of receiving. However, these two were different form the two that showed in onerous contract, currently, there was not new delivery.

Question: How much benefit for RCL when AEC come in 2015 and to open Harbour at Dawei?

Answered: Dawei Harbor was the plan of East-West corridor, meaning that the liftings was from Indian Ocean to Pacific Ocean. However, to open Dawei Harbour was quite far from the reality that it is no impact with RCL so far.

Question: RCL is listed for 24 years, the cycle increased and decreased every 6 years and turned to 6 years in 2013. The President of the bulk carrier was interviewed that demand and supply were matched, even though, it was not the same freight rate but related that container business such as the effect was delayed from bulk business about 6 month to 1 year. However, RCL ordered 2 vessels with capacity 950 at USD 40 million with receiving in 2013, delayed 6 years. Could Mr. Sumate evaluate the bottom point and the freight rate of the business?

Answered: The lifting of bulk carriers contained goods until the last destination but container carriers was able to transfer goods in several times and use another ships for lifting. For example, lifting from Japan to Indonesia could be two ways, firstly lifting long way from Japan to



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Indonesia, secondly, lifting from Japan to Singapore, then transferring goods with small ship from Singapore to Indonesia, these two liftings were different. If there were transferring, it needed one big vessel's size and one small ship rather than lifting long way with one vessel. There was advantage of lifting via Singapore that could transfer goods to other countries such as Thailand, Malaysia, Philippines and after that there might be goods lifted to somewhere else, thus, it could not tell how many container carriers should be. Currently, the major harbor was at Singapore, if transferring rate was cheaper in other countries in the future, it could be moved. Choosing the country to transfer goods depended on route's planning also which is different for each company. To be the business alumna always it has variety of nationalities, P3 was truly European ship's business that was the biggest of the world, it could be seen that it was different business's way that we could not tell if freight is increasing or decreasing. The vessel building's price were the same in both container carriers and bulk carriers, but needs of usage were different, bulk carriers lifted coals, iron ore. It was difficult to state the relating between container carriers and bulk carriers which one would recover faster, shareholders better looked at shanghai index for the freight rate of container carriers as it was the same number. The freight rate of RCL and bulk carriers did not relate.

Shareholder: Is it possible for RCL to look for new business if profitable in 2014 to support and to remained ship's business as the core business to reduce risks? (2007 profited Baht 10,000 million, 2008-2013 lose Baht 10,000 million).

Answered: Risks needed to be managed both on land and in water in which we always managed, on land AEC decreased the limit to transfer cross the countries more easier, goods transferred to China by car had begun but not that much. Recently, Thailand did not have functioning government to negotiate with other countries, ours achievement was terminal service at Lamchabang that earned profit and dividend consistently. The Company looked for the opportunity to manage terminal in other areas and tried to invest, however, to do the terminal's business we need to get concession in each country.

Question: Shanghai's port volume was the high number of lifting about 35 million containers. Was the RCL's freight rate related to shanghai container index?

Answered: The shanghai index's number would be given to the center every Friday. It was real number and depending on supply and demand, if demand was more than supply, the freight rate



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would be raised. As seen in the part, the freight rate was very high and suddenly decreased, however, if economic was recovered, the freight rate would also increase but it was not popular method.

Question: Is it possible to merge with the group of AEC if RCL becomes profitable?

Answered: Merging is a method to join business together, recently we charters out small vessel and charters in big vessel. The big vessel's size was difficult of fully lift, needed partner that this was similar to merging because both are lifting goods together. And also, the freight rate per unit of big vessel was cheaper than small vessel as over demand. The RCL's new building delivered last year, 850 Teus, could be charter from the first day and the rate was higher than 2,000 Teus. It is too easy to decide for building the ships as there are 2 factors following:

- 1) The vessels with sizes 1,800 Teus sailed from Europe to Asia, 15 of the biggest ship businesses decided to have at least 10 vessels each for sailing because it should be 10 vessels to be able to sail one round per week. The big companies join together called consortium, this created more vessels' building and had impact because they could not board either due to (1) unable to anchor or (2) not enough goods. Then it should be transferred with small ships, this made the higher needs and higher rates. Transferring from Asia was mostly from hub port such as Pusan, Shanghai, Singapore, India, in Europe transferred at Rotterdam. The 18,000 Teus would replace 8,000-10,000 Teus in the same route (approximately 200-300 vessels) Then, the 10,000 Teus needs to find new routes.
- 2) Panama Canal that the vessel with sizes 5,000 Teus could pass, the vessel body was narrow and it was not efficient, less lifting and consumed more oil. In 2016, Panama Canal's size would be expanded, thus, the vessel with sizes 5,000 Teus could not sail, some sent to scrap yard and some sailed in Asia and wait for chartering. Currently, the vessel sailed from Singapore to Japan or from Lamchabung to Japan used 5,000 Teus, it is called cascade. At the same time, new building with size 5,000 Teus would have big body and can lift more and consume less oil, save more. Sailing from Asia to India used the vessel with size 8,000 Teus, from Asia to Jeddah with sizes 10,000 Teus, Pacific Ocean with sizes 12,000 Teus. There were more of big vessels, it was not because of needs but no other way to use it, that's why cutting freight rate occurred. At



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current, the vessel with sizes lower than 2,000 Teus were needs because charter' price were good, on the other hand, the vessels' size higher than 2,000 Tues got lower price. In previous year, the vessel with sizes more than 7,000 Teus was anchored. This showed that the Company did not have plan to build the ships in the near future.

Question: Could investors visit the Company's operation at Klongtoey?

Answered: Yes, the Company welcomed shareholders for visiting and seeing how RCL worked, shareholders could board from Klongtoey to Lamchabang.

Question: From the slide, in 2016 new deliveries will drop from 2015 to 1,453 million Teus which took 3-4 years for building. Is the supply not more than the Company's forecast?

Answered: This is half correct, because the building could be increased in next month, currently the technology was efficiency and it reduced time of building to half year. If looking at the number in six months later, the number could change, if the ship's price was good, the building would increase. The main factor to build the ship is money, if the bank appears the loan, the building can be continued.

Question: How is the RCL's efficiency when comparing to other new deliveries?

Answered: The different was oil's usage, the new deliveries may consume less as the result of new technology but not so much difference. Thus, we should look at difference of building' prices and oil usage.

Question: What is the vessels' age before scrapping? What is the age of RCL' vessels comparing to others?

Answered: 25 years not more than 30 years, for RCL vessels, the average age is of 10 years that it was not old and we could compete. At the same time, the others companies which had the same vessels' size as RCL, the age was older.

No any questions from the shareholders. The shareholders acknowledged the Report on the Year 2013 Operational Results of the Company.

Agenda No. 3 To acknowledge Directors' Remuneration for the Year 2013

Dr. Jamlong reported that in 2013, the Company's Board of Directors comprised of 9 members. The Board members, the members of the Audit Committee, and Nomination & Remuneration Committee members attended to their duties throughout the year and receive the annual standard remuneration of Baht



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5,833,333.32 in accordance with the criteria approved at the 26th Annual General Meeting held on 29th April 2005 as per details in Attachment 2 of the Notice sent to all shareholders in advance and disclosed in the Annual Report 2013 under "Report on Corporate Governance"

The Nomination & Remuneration Committee has reviewed the directors' remuneration in comparison with the 2013 survey undertaken by the Thai Institute of Directors (IOD) and was of the opinion that the standard remuneration approved by the shareholders since the year 2005 was appropriate in consideration of the knowledge and scope of responsibility as a Company director. It should be highlighted here that the directors of RCL receive only fixed annual standard remuneration to be paid after reporting to the shareholders. The directors and committee members did not receive the meeting attendance fee. Besides the annual standard remuneration, the Nomination & Remuneration Committee has not recommended any other benefits, on ground of the Company's operational results.

At end of the report, Dr. Jamlong asked if any inquiries from the shareholders. No question. It was conclusion that the shareholders acknowledged the Directors' Remuneration for the Year 2013.

Agenda No. 4: To Approve the Balance Sheets and Profit and Loss Statements as of 31st December 2013

Dr. Jamlong requested the Meeting to consider the audited balance sheet and profit and loss statement of RCL as of 31st December 2013 which was published in the Annual Report 2013 under section "Financial Statements" sent to all shareholders in advance together with the Notice. He asked the shareholders if any additional explanation required or inquiries. Shareholders asked the questions and the directors answered as follows;

Question: Would RCL increase the capital?

Answered: Currently, the Company incurs loss which affecting to liquidity. The management had been improving alternatives but not finalized yet. When it was decided, we will inform the shareholders.

Question: Why did the interest expenses decrease to Baht 130 million? Comparing between 2013 and 2012, it dropped Baht 170 million and Baht 203 million respectively that the liabilities did not much change.

Answered: Because of the loan repayment at Baht 2,500 million lowering the cost of fund.

Question: Annual Report page 69, Would the Company continue to lose for several years? Although not counting loss on onerous contracts of Baht 800 million, the costs was still higher than income and the freight rate would not jump highly.

Answered: Cannot predict the future but It was foreseeable that the company tries to control costs and receive high incomes, yet, it depends on the world's economy and the demand. As reported



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earlier, the gaps between supply and demand is decreasing and the overall of world's economic is getting better, it is opportunity for the Company to operate better.

Comparing to the others, the profits came from sale of assets. Maersk was profitable as profits might come from harbor operation in every countries and sharing profits to ship business but the others could not have such profit. Nevertheless, the harbor' expenses were high, especially there were a lot of needs in the market, this was the reason that Mearsk gained profits.

When comparing the ability in competition, the freight rate was the factor for the customers to make the decision, as important as the schedule flexible to them. If the competitor offered lower rates, the customers may changed to other. Thus, the Company had to offer the prices to compete in the market by cutting operation' costs such changing the vessels to bigger size to save costs and to adjust the schedule appropriately. Every company did the same thing and in some country, ship businesses which lose performance would be helped by their government.

Question: How much is RCL holding portion of Lamchabung Harbor and its operation?

Answered: The Company holds 24% in TIPS which earns profit approximately Baht 100 million and receiving dividend yearly.

Question: Where could we search for chartering' prices?

Answered: Hamburg index with respective the vessels' size.

Voting: 130 Shareholders casted 585,530,444 votes

Approved	585,324,444	votes equal to	99.9648	per cent
Not Approved	0	vote equal to	0.00	per cent
Abstained	206,000	vote equal to	0.0351	per cent

The Meeting approved the Balance Sheets, Profit and Loss Statements as of 31st December 2013 with the majority votes.

Agenda No. 5: To Approve Not Declaring Dividend for the Year 2013 Operational Results

Dr. Jamlong referred to the operational results for the year 2013 that was reported to the Meeting in the Agenda No. 2, whereby the Company recorded the net loss of Baht 1,635 million. The Board of Directors at its Meeting No. 3/2014 held on 19th March 2014 resolved not declaring dividend and to propose to the Shareholders' Meeting for approval. Dividend policy and dividend pay record in the financial years 2011-2013 are given in Attachment 3 sent to all shareholders in advance together with the Notice.

Mr. Sumate asked the shareholders if any additional explanation required or inquiries, there is no question from the shareholders. Dr. Jamlong asked the shareholders to cast the votes.



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Voting:	130 Shareholders casted 585,530,444 votes				
Approved	584,374,069	votes equal to	99.8025	per cent	
Not Approved	0	vote equal to	0.00	per cent	
Abstained	1,156,375	vote equal to	0.1974	per cent	

The meeting approved not declaring dividend for the operational results of the year ended 31st December 2013 with the majority votes.

Agenda No. 6: To Consider Electing New Directors to Replace Those Due to Retire

Dr. Jamlong reported that according to Clause 29 of the Company's Articles of Association: one-third of directors must retire from office and the retiring directors are eligible for re-election.

For the year 2014, there are 3 directors due to retire as follows:

1. Mr. Sumate Tanthuanit Managing Director
2. Mr. Hartwig Schulze-Eckardt Executive Director
3. Mr. Viset Choopiban Independent Director

The Board of Directors at its Meeting No. 3/2014 held on 19th March 2014 reviewed the recommendation from the Nomination and Remuneration Committee and resolved to nominate No. 1, 2 and 3 to the Shareholders' Meeting for re-election as follows:

1. Mr. Sumate Tanthuanit Managing Director
2. Mr. Hartwig Schulze-Eckardt Executive Director
3. Mr. Viset Choopiban Independent Director

The profiles of the directors due to retire and nominated to resume directorship are given in Attachment 4 were sent to all shareholders in advance together with the Notice. The Nomination and Remuneration Committee duly reviewed the director-nominees who fully meet the requisite qualifications of the Company's directors and the definition of "independent director" All director-nominees possess vast knowledge and experience in various fields contributable to the business operation of the Group.

Dr. Jamlong asked if there be any inquiries from the shareholders. No question was raised. Dr. Jamlong asked if there be any shareholders objects or abstains to return the ballot papers of 3 directors.

6.1 Mr. Sumate Tanthuanit

Voting	131 Shareholders casted 585,531,644 votes				
Approved	585,531,644	votes equal to	100	per cent	
Not Approved	0	votes equal to	0.00	per cent	
Abstained	0	votes equal to	0.00	per cent	



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6.2 Mr. Hartwig Schulze-Eckardt

Voting	131 Shareholders casted 585,531,644 votes					
Approved	570,477,844	votes	equal to	97.4290	per cent	
Not Approved	14,044,200	votes	equal to	2.3985	per cent	
Abstained	0	votes	equal to	0.00	per cent	

6.3 Mr. Viset Choopiban

Voting	131 shareholders casted 585,531,644 votes					
Approved	572,902,844	votes	equal to	97.8431	per cent	
Not Approved	11,745,500	votes	equal to	2.0059	per cent	
Abstained	2,500	votes	equal to	0.0004	per cent	

Dr. Jamlong concluded that the Meeting with the majority of the shareholders attending and casting votes as shown on the screen approves to elect Mr. Sumate Tanthuwanit as Director, Mr. Hartwig Schulze-Eckardt as Director and Mr. Viset Choopiban as Independent Director.

Dr. Jamlong thanked the shareholders on behalf of the Board of Directors for the trust accorded to the re-elected and new directors. In the year 2014 the Board of Directors comprises 3 independent directors, 2 non-executive directors and 4 executive directors making the total of 9 directors.

He also added that In a situation where the supply-demand imbalance continues to pressure the shipping industry, the Board of Directors is determined to perform our duties in good faith to steer the Group out of the crisis, to achieve the better performance and be well prepared to compete in the AEC free trade market for the best interests of the shareholders based on business ethics and good corporate governance practices.

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

Dr. Jamlong reported that the 34th Annual Shareholders General Meeting held on 26th April 2013 approved the appointment of Prof. Emeritus Kesree Narongdej and team from A.M.T. & Associates to be the Company's auditors for the period from 1st January 2013 till 31st December 2013 and approved the audit fees of Baht 1.539 million.

For the year 2014 the Audit Committee has recommended Prof. Emeritus Kesree Narongdej and team from A.M.T. & Associates to be the Company's auditors for the period from 1st January 2014 till 31st December 2014. The Board of Directors at its Meeting No. 3/2013 held on 19th March 2014 endorsed the recommendation from the Audit Committee to propose to the Shareholders' Meeting to appoint Prof. Emeritus Kesree Narongdej, CPA No. 0076 or Mrs. Natsarak Sarochanunjeem, CPA No. 4563 or Mr. Sumit Khopaiboon,, CPA No. 4885 or Mr. Chaiyuth Angsuwithaya, CPA No., 3885 from A.M.T. & Associates to be



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the Company's auditors for the period from 1st January 2014 till 31st December 2014 with either one of the four auditors certifying the Company's financial statements on behalf of A.M.T. & Associates.

In the event that 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. Those recommended auditors do not have any relationship or any interest with the Company, its subsidiaries, executives, major shareholders or related persons, and not working under the same auditing office as overseas subsidiaries.

Dr. Jamlong reported in addition to the shareholders that the audit fees for the years 2014 remain unchanged as detailed in Attachment 5 sent to all shareholders in advance together with the Notice, as per following:

- Examination of the company's Financial Statement for the year ending 31 st December 2014	630,000 Baht
- Review of interim consolidated financial statements of the Company totaling 3 quarters	789,000 Baht
- Review of the consolidated financial statements in USD totaling 4 quarters	120,000 Baht
Total	<u>1,539,000 Baht</u>

Dr. Jamlong asked the shareholders if there be any queries. Shareholders asked the questions as follows;

Question: Which subsidiaries paid high dividend? As seen the dividend in separate financial statement recorded Baht 329 million, consolidated financial statement recorded Baht 16 million, differed about Baht 300 million.

Answered: Separate financial statement referred to the mother company which was holding company and to receive the dividend from RCL Hong Kong when consolidated, some items would be removed. However, the dividend paid at Baht 300 million paid from Retained earnings.

Voting: 131 Shareholders casted 585,531,644 votes

Approved	585,531,644 votes equal to	100 per cent
Not Approved	0 vote equal to	0.00 per cent
Abstained	0 vote equal to	0.00 per cent

Dr. Jamlong concluded that the Meeting unanimously approved with the majority votes to appoint Prof. Emeritus Kesree Narongdej, CPA No. 0076 or Mrs. Natsarak Sarochanunjeem, CPA No. 4563 or Mr. Sumit Khopaiboon,, CPA No. 4885 or Mr. Chaiyuth Angsuwithaya, CPA No., 3885 from A.M.T. & Associates to be



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Dr. Jamlong said to the meeting that the agendas had been completely reviewed and resolved. Should there be any of the shareholders request to consider any other matter or any inquiries that the shareholders may propose. Shareholders asked the question as follows;

Question: Will the Company join the anti corruption's project? What is the policy for anti corruption?

Answered: The Company has the policy. In the past, Mr. Dusit Nontanakorn, director, began this work activity and we did not support corruptionist. The Company will consider joining this project.

Question: RCL has high retained earnings in many subsidiaries. Were there being hidden assets in the balance sheets?

Answered: If in case where shareholdering is more than 50%, the financial statement has to be consolidated. The assets and liabilities will be shown accordingly, therefore, there were no assets hidden as we followed the accounting standard.

There were no any matters or any inquiries. Mr. Jamlong, thanked to shareholders and closed the 35th Annual Shareholders General Meeting 2014 at 12.48 p.m.

Chairman of the Board of Directors

Signed

Mr. Jamlong Atikul

Company Secretary

Signed

Mr. Weerasak Wahawisal