



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

- TRANSLATION -

Ref. No. RCL 028 / 2018

March 8, 2018

Subject : Declaring Dividend Payment and Scheduling of the 39<sup>th</sup> Annual General Meeting  
To : The President  
The Stock Exchange of Thailand  
Enclosure : (1) The Agenda of the 39<sup>th</sup> Annual General Meeting

The Board of Directors Meeting of Regional Container Lines Public Company Limited No.2/2018 held on 8<sup>th</sup> March 2018 passed significant resolutions as the following matters:

1. Approved to propose to the Annual General Meeting to consider and Declare Dividend Payment of the year 2017 operational results ended 31<sup>st</sup> December 2017 at Baht 0.10 per share, paid out of retained earnings to the 828,750,000 ordinary shares to the shareholders who have rights to receive dividend (Record Date) on 29<sup>th</sup> March 2018 and the dividend payment date is set to be on 25<sup>th</sup> May 2018. The right to receive dividend is yet to be approved by the shareholders at the Annual General Meeting on 27<sup>th</sup> April 2018.
2. Approved to Scheduling the date of the 39<sup>th</sup> Annual General Meeting on Friday 27<sup>th</sup> April 2018 at 10.30 a.m. at Montien Riverside Hotel, Vimarathip Room, 5<sup>th</sup> Floor, 372 Rama 3 Road, Bangkoklo, Bangkok.
3. Approved to Fixing the Record Date for the right of shareholders to attend the 39<sup>th</sup> Annual General Meeting on 29<sup>th</sup> March 2018.

The agenda of the 39<sup>th</sup> Annual General Meeting is enclosed herewith.

The shareholders may view the Notice for the 39<sup>th</sup> Annual General Meeting on the Company's website <http://www.rclgroup.com> as from 27<sup>th</sup> March 2018.

Yours faithfully,

(-Company seal-)

-signed-

(Mrs.Suporn Amnuaypan)  
Company Secretary

Company Secretary : Tel. 0-2296-1076



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

## The Agenda of the 39<sup>th</sup> Annual General Meeting

- Agenda No. 1**      **To Adopt the Minutes of the 38<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> April 2017**
- Board's Opinion**      That the Shareholders' Meeting should adopt the Minutes.
- Agenda No. 2**      **To Acknowledge the Report on the Year 2017 Operational Results of the Company**
- Board's Opinion**      That the Shareholders' Meeting should acknowledge the report on the year 2017 operational results of the Company.
- Agenda No. 3**      **Directors' Remuneration for the Year 2017 and Year 2018**
- Board's Opinion**      The Directors' Remuneration for the year 2017 is in accordance with the approved criteria and disclosed in the 2017 Annual Report under section "Corporate Governance" item 5 Responsibilities of the Board. It is reported to the Shareholders' Meeting for acknowledgement.
- There is additional role of Corporate Governance to the Nomination and Remuneration Committee, therefore the Board of Director approved to increase the Directors' Remuneration for the Year 2018 for the Nomination and Remuneration Committee. It is reported to the Shareholders' Meeting for approval.
- Agenda No. 4**      **To Approve the Balance Sheets and Profit and Loss Statements as of 31<sup>st</sup> December 2017**
- 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 2017 and presented in the 2017 Annual Report under Section "Financial Statements".
- Agenda No. 5**      **To Approve the Dividend Payment of the Year 2017 Operational Results ended 31<sup>st</sup> December 2017**
- Board's Opinion**      The Shareholders' Meeting should Declare Dividend Payment of the year 2017 operational results ended 31<sup>st</sup> December 2017 at Baht 0.10 per share, paid out of retained earnings to the 828,750,000 ordinary shares due to positive results, totaling Baht 82,875,000 payable to the shareholders who have rights to receive dividend (Record Date) on 29<sup>th</sup> March 2018, and the dividend payment date is set to be on 25<sup>th</sup> May 2018.



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

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

**Board's Opinion** In the year 2018, 3 directors due to retire comprise:

- |                           |                      |
|---------------------------|----------------------|
| 1. Dr. Jamlong Atikul     | Chairman             |
| 2. Mr. Amornsuk Noparumpa | Independent Director |
| 3. Mr. Sutep Tranantasin  | Director             |

The Board of Directors proposed 3 directors to resume the directorship of the Company as follows:

- |                           |                      |
|---------------------------|----------------------|
| 1. Dr. Jamlong Atikul     | Chairman             |
| 2. Mr. Amornsuk Noparumpa | Independent Director |
| 3. Mr. Sutep Tranantasin  | Director             |

**Agenda No. 7 To Consider Appointment of the New Director to Vacancy**

**Board's Opinion** The Shareholders' Meeting should approve the Appointment of Mr. Charlie Chu to be the New Director in replacement of Vacancy.

**Agenda No. 8 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 2018 to 31<sup>st</sup> December 2018 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 2018 of Baht 1,500,000 which is Baht 39,000 lower than the rate charged in the year 2017.