



บริษัท อาร์ ซี แอล จำกัด (มหาชน)

Regional Container Lines Public Company Limited

Agenda 4

To consider and approve the directors' remuneration criteria

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 25th Annual General Meeting held on April 30th, 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 39th Annual General Meeting held on April 27th, 2018, as follows:

- (1) Monthly remuneration
- (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	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.

Agenda 5

To consider and approve the statements of financial position and statements of 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".

Agenda 6

To consider and approve the dividend payment for the year 2022 operational 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, totaling Baht 5,801,250,000. The Company had already declared and made



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two interim dividend payments during the year 2022 on September 2nd, 2022 at Baht 1.75 per share and on December 9th, 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 17th, 2023 and the dividend payment date is set to be on May 19th, 2023. The aforesaid dividend payment is yet to be approved by the shareholders at the Annual General Meeting of Shareholders on April 21st, 2023. The dividend payment is in accordance with the Company's Dividend Payment Policy.

Agenda 7

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 appropriate to propose the Shareholders' Meeting to approve the re-election of 3 directors due to retire, namely Mr. Sumate Tanthuwani, Mr. Twinchok Tanthuwani and Mr. Viset Choopiban for another term of directorship.

Agenda 8

To consider and approve the appointment of the Company's auditors and the audit fees for the year 2023

Opinion of the 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/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, 2023 to December 31st, 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.



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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