



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

TRANSLATION

Ref. No. RCL 005 / 2019

February 22nd, 2019

Subject : Scheduling the 40th Annual General Meeting and Declaring No Dividend Payment
To : The President
The Stock Exchange of Thailand
Enclosure : (1) The Agenda of the 40th Annual General Meeting

The Board of Directors Meeting of Regional Container Lines Public Company Limited No. 2 / 2019 held on 22th February 2019 passed the resolutions approving the following matters:

1. Scheduling the date of the 40th Annual General Meeting on Friday 26th April, 2019 at 10.30 a.m. at Montien Riverside Hotel, Vimarnthip Room, 5th Floor, 372 Rama 3 Road, Bangkhlo, Bangkok.
2. Fixing the Record Date for the right of shareholders to attend the 40th Annual General Meeting on 28th March, 2019.
3. No dividend payment for year 2018 due to negative operational results.

The agenda of the 40th Annual General Meeting is enclosed herewith.

The shareholders may view the Notice for the 40th Annual General Meeting on the Company's website <http://www.rclgroup.com> as from 26th March 2019.

Please be informed accordingly.

Yours faithfully,

(Company's seal)

signed

(Mrs. Suporn Amnuaypan)

Company Secretary

Company Secretary Unit
Tel. 02-2961076



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

The Agenda of the 40th Annual General Meeting

Agenda No. 1 **To Adopt the Minutes of the 39th Annual General Meeting held on 27th April 2018**

Board's Opinion That the Shareholders' Meeting should adopt the Minutes.

Agenda No. 2 **To Acknowledge the Report on the Year 2018 Operational Results of the Company**

Board's Opinion That the Shareholders' Meeting should acknowledge the report on the year 2018 operational results of the Company.

Agenda No. 3 **To Acknowledge Directors' Remuneration for the Year 2018**

Board's Opinion The Directors' Remuneration for the year 2018 is in accordance with the approved criteria and disclosed in the 2018 Annual Report under section "Corporate Governance" item 5 Responsibilities of the Board. It is reported to the Shareholders' Meeting for acknowledgement.

Agenda No. 4 **To Approve the Balance Sheets and Profit and Loss Statements as of 31st December 2018**

Board's Opinion That the Shareholders' Meeting should approve the audited Balance Sheets and Profit and Loss Statements as of 31st December 2018 and presented in the 2018 Annual Report under Section "Financial Statements".

Agenda No. 5 **To Approve Not Declaring Dividend for the Year 2018 Operational Results**

Board's Opinion The Shareholders' Meeting should approve not declaring dividend for the year 2018 operational results ended 31st December 2018 due to negative operational results.



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

Board's Opinion In the year 2019, 3 directors due to retire comprise:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Kua Hock Eng, | Director |
| 2. Mrs. Arpavadee Meekun-Iam, | Independent Director |
| 3. Mr. Charlie Chu | Director |

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

- | | |
|-------------------------------|----------------------|
| 1. Mr. Kua Hock Eng, | Director |
| 2. Mrs. Arpavadee Meekun-Iam, | Independent Director |
| 3. Mr. Charlie Chu | Director |

Agenda No. 7 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 1st January 2019 till 31st December 2019 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 2019 of Baht 1,500,000, same as the rates charged in the year 2018.