



Regional Container Lines Public Company Limited

## Invitation to the 44<sup>th</sup> Annual General Meeting of Shareholders 2023

In the form of Hybrid Meeting (Physical and E-Meeting)



On Friday, April 21<sup>st</sup>, 2023 at 10.30 a.m.  
at Panjathani Conference Center, Ratchada Room, 2<sup>nd</sup> Floor, 127/2,  
Panjathani Tower, Nonsi Road (Ratchadaphisek Road),  
Chongnonsi Sub-District, Yannawa District, Bangkok 10120 and via Zoom Meeting

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The Invitation Letter to the 44<sup>th</sup> Annual General Meeting of Shareholders 2023 and its Meeting Documents have been published on the Company's website at <https://www.rclgroup.com>.

- Subject : Invitation to the 44<sup>th</sup> Annual General Meeting of Shareholders 2023
- Attention : Shareholders
- Enclosure :
1. Minutes of the 43<sup>rd</sup> Annual General Meeting of Shareholders held on April 22<sup>nd</sup>, 2022
  2. Form 56-1 One Report 2022 and Financial Position and Statements of Profit and Loss for the Year Ended December 31<sup>st</sup>, 2022 in the Form of QR Code
  3. Details of Directors' Remuneration for the Year 2022 and the Proposed Criteria of "Standard Remuneration" for the Company's Performance from 2023 onwards
  4. Dividend Payment Policy and Comparative Information of Dividend Payout
  5. Information of Directors who are Retired by Rotation and Nominated to be Re-elected as Directors for Another Term
  6. Information of Auditors and Details of Audit Fees for the Year 2023
  7. Articles of Association of the Company Relating to the Shareholders'
  8. Definitions of Independent Directors and Qualifications for Directors
  9. Documents and Evidences for Attending the Shareholders' Meeting (Physical Meeting) and Proxy Appointment
  10. Procedures for Attending the Shareholders' Meeting via Electronic Media (E-Meeting) and Proxy Appointment
  11. Information of Independent Directors Proposed for Proxy Appointment
  12. Proxy Forms A., B., and C.
  13. Acceptance Form for the Invitation to the Shareholders' Meeting via Electronic Media (E-Meeting)
  14. Map of Venue for Shareholders to Attend the Physical Meeting
  15. Requisition Form for Printed Copy of the Form 56-1 One Report 2022
  16. Privacy Notice for the Shareholders' Meeting (Privacy Notice)

The Board of Directors of Regional Container Lines Public Company Limited has resolved to hold the 44<sup>th</sup> Annual General Meeting of Shareholders 2023 via Hybrid Meeting (Physical and E-Meeting) at Panjathani Conference Center, Ratchada Room, 2<sup>nd</sup> Floor, 127/2, Panjathani Tower, Nonsi Road (Ratchadaphisek Road), Chongnonsi Sub-District, Yannawa District, Bangkok 10120 and via Zoom Meeting on Friday, April 21<sup>st</sup>, 2023 at 10.30 a.m. to consider the following agenda:

**Agenda 1**      **To adopt the Minutes of the 43<sup>rd</sup> Annual General Meeting of Shareholders held on April 22<sup>nd</sup>, 2022**

**Facts and Rationale:** The 43<sup>rd</sup> Annual General Meeting of Shareholders was held on April 22<sup>nd</sup>, 2022 as per a copy of the Minutes of Shareholders' Meeting which was sent to the shareholders together with the Invitation Letter in Enclosure No. 1.

**Opinion of the Board:** The Board of Directors considered and deemed appropriate to propose the Shareholders' Meeting to adopt the Minutes of the 43<sup>rd</sup> Annual General Meeting of Shareholders held on April 22<sup>nd</sup>, 2022. The aforementioned Minutes of Meeting has been published on the Company's website since May 6<sup>th</sup>, 2022.

**Voting:** This agenda shall be resolved by a majority of the votes of the shareholders who are present at the Meeting and cast their votes.

**Agenda 2**      **To acknowledge the Report on the Company’s operational results for the year 2022**

**Facts and Rationale:** To comply with Section 113 of the Public Company Limited Act B.E. 2535 (as amended) (the “PLC Act”), the Company has summarized the operational results for the year 2022 ended December 31<sup>st</sup>, 2022 for shareholders’ acknowledgement as appeared in the Form 56-1 One Report 2022 in form of QR Code which was sent together with the Invitation Letter in Enclosure No. 2. The Company has also disclosed the Form 56-1 One Report 2022 on its website.

**Opinion of the Board:** The Board of Directors considered and deemed appropriate to propose the Shareholders’ Meeting to acknowledge the report on the year 2022 operational results of the Company as illustrated in the Form 56-1 One Report 2022.

**Voting:** This agenda is for shareholders’ acknowledgement; therefore, no voting is required.

**Agenda 3**      **To acknowledge directors’ remuneration for the year 2022**

**Facts and Rationale:** Directors’ remuneration is based on the criteria approved by the 26<sup>th</sup> and the 39<sup>th</sup> Annual General Meeting of Shareholders on April 29<sup>th</sup>, 2005 and April 27<sup>th</sup>, 2018 respectively as illustrated in “Corporate Governance Structure” of Form 56-1 One Report 2022 (page 111-112) in Enclosure No. 2 and Enclosure No. 3.

**Opinion of Board:** The Board of Directors considered and deemed appropriate to propose the Shareholders’ Meeting to acknowledge the directors’ remuneration for the year 2022, which is in accordance with the criteria approved by the Shareholders’ Meeting and disclosed in the Form 56-1 One Report 2022.

**Voting:** This agenda is for shareholders’ acknowledgement; therefore, no voting is required.

**Agenda 4**      **To consider and approve the directors’ remuneration criteria**

**Facts and Rationale:** With reference to the 26<sup>th</sup> Annual General Meeting of Shareholders held on April 29<sup>th</sup>, 2005, the shareholders approved the directors’ remuneration criteria to be relevant to the Company’s net earnings as following details:

1. In case the net earnings are less than or equal to Baht 1,000 million, the remuneration structure as approved at the 25<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> April 2004 shall be applied as “Standard Remuneration”,
2. In case the net earnings exceed Baht 1,000 million, the directors shall be additionally remunerated at the rate of 0.5% of the exceeding portion from the first bracket of Baht 1,000 million. Each director/committee member shall be additionally remunerated in proportion to his/her “Standard Remuneration”,
3. The new remuneration criteria is effective from the year 2004 operational results onwards.

In addition, the 39<sup>th</sup> Annual General Meeting of Shareholders held on April 27<sup>th</sup>, 2018 resolved to approve the increase of directors’ remuneration for the Nomination & Remuneration and Corporate Governance Committee for Bath 50,000 per year per director for the year 2018 onwards due to the additional



role of Corporate Governance. Thus, the remuneration of each Nomination & Remuneration and Corporate Governance Committee member is Baht 150,000 per year per director. The details of the directors' remuneration are illustrated in Enclosure No. 3.

**Opinion of Nomination & Remuneration and Corporate Governance Committee:**

The Nomination & Remuneration and Corporate Governance Committee considered the aforementioned remuneration criteria and opined the Board of Directors to consider and propose the Shareholders' Meeting to approve the amendment to the "Standard Remuneration", which has been approved by the 25<sup>th</sup> Annual General Meeting of Shareholders on April 30<sup>th</sup>, 2004 that in case the net earnings are less than or equal to Baht 1,000 million and additionally approved the increase of remuneration for the Nomination & Remuneration and Corporate Governance Committee in the 39<sup>th</sup> Annual General Meeting of Shareholders on April 27<sup>th</sup>, 2018. The proposed directors' remuneration criteria is set out below.

- (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 from the year 2023 operating results onwards.

**Monetary Compensation:**

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

**Non-Monetary Compensation:** None.

Nevertheless, the additional remuneration at the rate of 0.5% of the exceeding 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.

**Opinion of 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 25<sup>th</sup> Annual General Meeting held on April 30<sup>th</sup>, 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 39<sup>th</sup> Annual General Meeting held on April 27<sup>th</sup>, 2018. The details of the proposed criteria for "Standard Remuneration" which will be effective from the year 2023 operating results

onwards are presented in Enclosure No. 3. The proposed criteria has been considered and opined by the Nomination & Remuneration and Corporate Governance Committee that it is commensurate with the scope of duties and responsibilities of the Board and its subcommittee as illustrated in the Section “Corporate Governance Structure and Significant Information Related to the Board of Directors, Subcommittees, Executives, Employees, and others” in the Form 56-1 One Report 2022 (page 103-106) as Enclosure No. 2.

**Voting:**

This agenda shall be resolved by the votes of not less than two-thirds of the total votes of the shareholders who are present at the Meeting pursuant to Section 90 of the PLC Act.

**Agenda 5** **To consider and approve the statements of financial position and statements of profit and loss for the year ended December 31<sup>st</sup>, 2022**

**Facts and Rationale:** Section 112 of the PLC Act B.E. 2535 (as amended) and Article 35. of the Company’s Articles of Association stipulates that the Company must arrange the audited balance sheets and profit and loss statements at the end of each accounting year for submission to the shareholders during the Annual General Meeting for approval.

**Opinion of Audit Committee:** The Audit Committee considered and opined that the audited statements of financial position and statements of profit and loss for the year ended December 31<sup>st</sup>, 2022 by the Company’s auditors are accurate, completed and reliable. A summary of the Company’s significant financial information can be summarized as follows:

Unit: Baht

Items	Company		Group	
	2022	2021	2022	2021
Fixed Assets	5,953,817	6,274,350	27,105,182	20,256,039
Total Assets	19,625,793	16,431,281	58,931,916	38,713,283
Total Liabilities	1,264,595	7,903,792	13,637,112	12,800,221
Shareholders' Equities	18,361,199	8,527,489	45,294,804	25,913,062
Freight Income	4,847,218	2,113,866	52,073,671	37,979,015
Total Income	17,178,107	6,091,596	53,179,508	38,910,104
Gross Profit (from freight income)	3,675,500	1,100,166	25,562,383	18,802,775
Net Profit attributable to equity holders of the parent	15,482,559	4,287,753	24,625,177	17,972,751
Earnings Per Share (Baht)	18.68	5.17	29.71	21.69

**Opinion of Board:** The Board of Directors considered and deemed appropriate to propose the shareholders' Meeting to approve the Company's statements of financial position and statements of profit and loss for the year ended December 31<sup>st</sup>, 2022 which had been audited by the certified public accountant, and agreed with the Audit Committee. The details are presented in the Form 56-1 One Report 2022 under Section "Financial Statements" (page 143-203) as Enclosure No. 2.

**Voting:** This agenda shall be resolved by a majority of the votes of the shareholders who are present at the Meeting and cast their votes.

**Agenda 6** **To consider and approve the dividend payment for the year 2022 operational results**

**Facts and Rationale:** The Company has established the policy to pay dividend to the shareholders at the rate of not exceeding 50% of the consolidated net earnings. Additionally, in compliance with the Section 115 of PLC Act B.E. 2535 (as amended) as well as Article 36. of the Company's stipulates that the Board of Directors may pay the interim dividend to the shareholders from time to time when the Company has an adequate profit. When the payment of dividend is made, it must be reported to the Shareholders' Meeting in the next consecutive meeting.

**Opinion of Board:** For the year 2022 ended December 31<sup>st</sup>, 2022, the Company recorded net profit of Baht 24,625.18 million. 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 two interim dividend payments during the year 2022 on September 2<sup>nd</sup>, 2022 at Baht 1.75 per share and on December 9<sup>th</sup>, 2022 at Baht 2.25 per share, respectively.

The remaining dividend, therefore, will be paid at the rate of Baht 3 per share, totaling Baht 2,486,250,000, derived from:

- (1) Net profit of business that is exempt from corporate income tax from BOI at the rate of Baht 0.60,
- (2) Net profit of businesses that is exempt from tax under the Royal Decree issued under the Revenue Code governing tax exemption (No. 314) B.E. 2540 at the rate of Baht 0.40, and
- (3) Dividends or share of profits that are tax exempted from being included in the calculation of corporate income tax which shareholders shall not be able to apply for the tax credit at the rate of Baht 2.00.

The Company has determined the date on which the recorded shareholders are entitled to receive the dividend (Record Date) to be on March 17<sup>th</sup>, 2023, and such dividend payment shall be made on May 19<sup>th</sup>, 2023. However, the aforesaid dividend payment is yet to be approved by the shareholders at the Shareholders' Meeting on April 21<sup>st</sup>, 2023.

The dividend payment is in accordance with the Company's Dividend Payment Policy as presented in Enclosure No. 4 together with the comparative information of dividend payout.

**Voting:** This agenda shall be resolved by a majority of the votes of the shareholders who are present at the Meeting and cast their votes.

**Agenda 7** **To consider and approve the election of directors to replace those who are retired by rotation**

**Facts and Rationale:** In accordance with Section 71 of PLC Act B.E. 2535 (as amended) as well as Article 306. of the Company’s Articles of Association stipulates that at every Annual General Meeting of Shareholders, one-third of directors must retire from office. The retiring director is eligible for re-election. In the 2023 Annual General Meeting of Shareholders, there are 3 directors due to retire by rotation as follows:

- (1) Mr. Sumate Tanthuanit Director,
- (2) Mr. Twinchok Tanthuanit Director and
- (3) Mr. Viset Choopiban Independent Director.

In addition, the Company had invited shareholders to propose qualified candidates to be elected as directors as published criteria and procedures on the Company’s website during November 11<sup>th</sup> - December 31<sup>st</sup>, 2022. Nonetheless, there was no proposal from the shareholders.

**Opinion of Nomination & Remuneration and Corporate Governance Committee:**

The proposed 3 directors had been carefully considered through the Nomination & Remuneration and Corporate Governance Committee which considered qualifications including appropriateness, knowledge, experiences which will contribute to the Company as well as the qualifications in accordance with PLC Act B.E. 2535 (as amended), qualifications for Company’s directors, the definition of “Independent Director”, and relevant laws and regulations regarding Independent Directors.

The Committee (excluding the members with conflict of interest), therefore, recommended the Board propose Shareholders’ Meeting to re-elect 3 directors who are retired to resume their directorship for another term as follows:

- (1) Mr. Sumate Tanthuanit Director,
- (2) Mr. Twinchok Tanthuanit Director and
- (3) Mr. Viset Choopiban Independent Director.

**Opinion of Board:** The Board of Directors (by the directors with no conflict of interest) considered individual director and opined that the proposed 3 directors are fully qualified in accordance with the PLC Act B.E. 2535, qualifications for Company’s directors and definitions of independent directors as well as their participation as being Board member. They are also knowledgeable, skillful and experienced in various businesses that will contribute to the Company’s performance. The Board hereby proposed the Shareholders’ Meeting to approve the re-election of 3 directors due to retire, namely Mr. Sumate Tanthuanit, Mr. Twinchok Tanthuanit and Mr. Viset Choopiban for another term of directorship.

The Board cautiously and carefully considered that the re-election of Mr. Viset Choopiban as an independent director for another term, he will serve the position as the Company’s independent director for more than 9 consecutive years. However, the proposed director is still fully qualified as the independent director in accordance with the relevant regulations of the Capital Market



Supervisory Board. The Board also opined that Mr. Viset Choopiban is able to independently express his opinion, skillful in engineering and possesses experiences which will be delivered to the Company as recommended by the Nomination & Remuneration and Corporate Governance Committee.

Information of directors who are retired by rotation and nominated to be re-elected as directors for another term and the definition of Independent Directors / Qualifications of the Company's Directors are presented in Enclosure No. 5 and Enclosure No. 8, respectively.

**Voting:**

This agenda shall be resolved by a majority of the votes of the shareholders who are present at the Meeting and cast their votes.

**Agenda 8 To consider and approve the appointment of the Company's auditors and the audit fees for the year 2023**

**Facts and Rationale:** Section 120 of the PLC Act B.E. 2535 (as amended) and Article 39. of the Company's Articles of Association stipulates that the Annual General Meeting of Shareholders shall appoint the auditor and fix the audit fees for auditor each year. The existing auditor may be re-appointed.

In compliance with the Notification of the Capital Market Supervisory Board, the auditor may be re-appointed for not more than 7 accounting years and the Company may re-appoint a former auditor after such auditor has not been the Company's auditor for at least 5 consecutive accounting years. The appointment of the auditors and determination of the audit fee have been reviewed by the Audit Committee and the Board of Directors, respectively.

**Opinion of Audit Committee:** The Audit Committee considered and resolved that the Board of Directors should propose the Shareholders' Meeting to approve the appointment of Mrs. Natsarak Sarochanunjeen, CPA No. 4563 (2 years of signing the financial statements), and/or Miss Daranee Somkamnerd, CPA No. 5007, and/or Miss Jarunee Nuammae, CPA No 5596, and/or 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 31<sup>st</sup>, 2023 with either one of the four auditors certifying the Company's financial statements on behalf of A.M.T. & Associates. In the event 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. The proposed audit fee for the year 2023 shall be Baht 1,630,000 (excluding other expenses/fees) which is equal to the previous year.

The majority of the Company's subsidiaries do not appoint the same audit firm as its auditors. The Board of Directors hereby will ensure the subsidiaries' financial report shall be prepared in a timely manner.

**Opinion of Board:** The Board of Directors considered and deemed 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 1<sup>st</sup>, 2023 to December 31<sup>st</sup>, 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 (excluding other expenses/fee) which is equal to the previous year.

Information of auditors and details of audit fees for the year 2023 is illustrated in Enclosure No. 6 and the details of the Company's and its subsidiaries' audit fees have been disclosed in the "Corporate Governance Structure" in the Form 56-1 One Report 2022 (page 116) in Enclosure No. 2.

**Voting:** This agenda shall be resolved by a majority of the votes of the shareholders who are present at the Meeting and cast their votes.

**Agenda 9**      **Other matters (if any)**

Section 105 of the PLC Act B.E. 2535 (as amended) stipulates that shareholders who together have a total shareholding of no less than one-third of the total number of shares sold may propose other matters to the Meeting for consideration other than the agenda of the Meeting prescribed in the Letter of Invitation.

To comply with the good corporate governance principles for listed companies 2017 and the assessment of the Annual General Meeting of Shareholders that the Meeting should consider the agenda specified in advance in the Invitation Letter for fairness of the overall shareholders. In addition, the Company had invited the shareholders to propose the agenda for the 44<sup>th</sup> Annual General Meeting of Shareholders 2023 in advance during November 11<sup>th</sup> – December 31<sup>st</sup>, 2022. However, there was no proposal from the shareholders.

All shareholders of the Company are invited to attend the Meeting on the date, time and place or channel stated above. For the shareholders who would like to attend in Physical Meeting, please bring the Registration Form with the barcode affixed and proxy form (in case of proxy) together with the required documents as specified in Enclosure No. 9 for registration. For the shareholders who would like to attend online Meeting (E-Meeting), please complete Acceptance Form for the Invitation to the Shareholders' Meeting via E-Meeting (Enclosure No. 13) and follow the details stated in Enclosure No. 10.

In the event that the shareholders are unable to attend the Meeting and wish to appoint the others or the Company's independent director to be proxy, please complete either Proxy Form A, or Form B as enclosed in Enclosure No. 12. For the shareholders who are foreign investors appointing a custodian in Thailand, please complete Proxy Form C. Regarding the appointment of proxy, details of the Company's independent directors to act as proxy for shareholders are presented in Enclosure No. 11. The Proxy Form together with required documents and evidence must be sent to the Company Secretary Department at Panjathani Tower Building, 30<sup>th</sup> floor, No. 127/35, Nonsi Road (Ratchadaphisek Road), Chongnonsi Sub-district, Yannawa District, Bangkok within April 12<sup>th</sup>, 2023.

The Form 56-1 One Report 2022 of the Company has been also sent to the shareholders in the Form of QR Code together with this Invitation Letter as presented in Enclosure No. 2. The shareholders who would like to receive a printed Form 56-1 One Report 2022 are requested to fill in the Requisition Form (Enclosure No. 15) and send it to email [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com).

The shareholder will be able to register at the Meeting venue or online Meeting (either Physical Meeting or E-Meeting) from 08.30 a.m. on April 21<sup>st</sup>, 2023 onwards.

Faithfully Yours,  
By Order of the Board of Directors



(Ms. Nadrudee Rungruengphon)  
Company Secretary

Company Secretary  
Tel. 02-2961093 / 02-2961395

*-translated-*

**Minutes of the 43<sup>rd</sup> Annual Shareholders General Meeting 2022**  
**Regional Container Lines Public Company Limited**  
**At Panjathani Conference Center, Ratchada Room, 2<sup>nd</sup> Floor,**  
**127/2, Panjathani Tower, Nonsi Road, Chongnonsi, Yannawa, Bangkok 10120**  
**Friday 22<sup>nd</sup> April 2022, at 10.30 a.m.**

**Directors Attending the Meeting**

- |                              |  |
|------------------------------|--|
| 1. Dr. Jamlong Atikul        | Director and Chairman  |
| 2. Mr. Sumate Tanthuwanit    | Director and Managing Director   |
| 3. Mr. Sutep Tranantasin     | Director   |
| 4. Mr. Twinchok Tanthuwanit  | Director   |
| 5. Mr. Amornsuk Noparumpa    | Independent Director,<br>Chairman of Audit Committee,<br>Member of Nomination & Remuneration and<br>Corporate Governance Committee |
| 6. Mr. Viset Choopiban       | Independent Director,<br>Chairman of Nomination & Remuneration and<br>Corporate Governance Committee,<br>Member of Audit Committee |
| 6. Mrs. Arpavadee Meekun-Iam | Independent Director,<br>Member of Audit Committee, Member of<br>Nomination & Remuneration and Corporate<br>Governance Committee   |

**Director not Attending the Meeting**

- |                     |          |
|---------------------|----------|
| 1. Mr. Kua Hock Eng | Director |
| 2. Mr. Charlie Chu  | Director |

**Management**

- |                               |   |
|-------------------------------|---|
| 1. Mr. Sumate Tanthuwanit     | Managing Director   |
| 2. Mr. Sutep Tranantasin      | Executive Vice President (Operations)                             |
| 3. Ms. Nadrudee Rungruengphon | Executive Vice President<br>(Group Finance & Accounts and IT)     |
| 4. Mr. Twinchok Tanthuwanit   | Senior Vice President<br>(Chief of Regions, Operations, Business) |

**Auditors from A.M.T. & Associates**

1. Mrs. Natsarak Sarochanunjeen
2. Ms. Anyarat Sittichokpipat

The Company used e-voting program from OJ International Co., Ltd.

**Shareholders Attending the Meeting**

1. 12 shareholders, holding 69,854,888 shares.
2. 120 proxies, holding 454,574,446 shares.

Totaling 132 shareholders, total holding 524,429,334 shares, equaled to 63.28% of the total 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 in total of 143 shareholders, holding 525,205,862 shares or 63.37% of the total shares.

The proportion of directors attending the meeting was 77.78%.

Prior the Meeting, Mrs. Suporn Amnuaypan, Company Secretary explained the guidelines for Prevention and Control Measure of COVID-19 and the vote casting procedures. Dr. Jamlong Atikul 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 would be presented on the screen to inform the meeting of the voting procedure of each agenda. Mrs. Suporn Amnuaypan introduced the Company' directors and auditors to the meeting. Then, Dr. Jamlong Atikul proceeded the meeting as per following agenda.

#### **The Meeting started at 10.30 a.m.**

#### **Agenda No.1 To Adopt the Minutes of the 42<sup>nd</sup> Annual General Meeting held on 23<sup>rd</sup> April 2021**

Dr. Jamlong Atikul proposed to the Meeting adopt the Minutes of the 42<sup>nd</sup> Annual Shareholders General Meeting 2021 held on 23<sup>rd</sup> April 2021, 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 2021. He asked if anyone had query or proposed amendment. No query or proposal to amend the Minutes from shareholders, he then asked shareholders to vote.

<b>Voting:</b>	<b>135 Shareholders casted 523,343,934 votes.</b>				
	<b>Approved</b>	<b>523,343,934</b>	<b>votes</b>	<b>equal to</b>	<b>100.00 percent</b>
	<b>Not Approved</b>	<b>0</b>	<b>vote</b>	<b>equal to</b>	<b>0.00 percent</b>
	<b>Abstained</b>	<b>1,369,400</b>	<b>votes</b>	<b>equal to</b>	<b>- percent</b>
	<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00 percent</b>

The Meeting unanimously approved to adopt the Minutes of the 42<sup>nd</sup> Annual Shareholders General Meeting 2021 held on Friday 23<sup>rd</sup> April 2021.

#### **Agenda No. 2 To Acknowledge the Report on the Year 2021 Operational Results of the Company**

Ms. Nadrudee Rungruengphon reported to the meeting about the 2021 RCL Group's operating results that total lifting was 2,200,000 TEUs, increased by 154,000 TEUs or increased of all container shipment by 8%. If classify shipment of the Company which is COC lifting was 1,346,000 TEUs increased by 115,000 TEUs or 9% from the year 2020 while SOC lifting was 854,000 TEUs increased by 40,000 TEUs or 5%. Therefore, the total container shipment volume of the Company increased by 8%

On average profitability in 2021, the average freight was USD 536 per TEU, with average freight rising quarterly from USD 453 per TEU in Q1 to USD 702 per TEU in Q4. Meanwhile, average full-year freight costs were USD 271 per TEU, with quarterly cost increasing in



each quarter as freight but increasing in smaller rate. In Q1, freight costs were USD 245 per TEU and increased to USD 296 per TEU in Q4. The Company's average gross profit margin was 49%, with higher revenues but expenses increasing in smaller rate makes the Company's profit rose from 46% in Q1 to 58% in Q4.

The cost component consists of 5 items: the cost of lifting at the port, fuel cost, the cost of ships, container costs and the cost of handling various cargos. In the past five years, the biggest expense has been the cost of lifting of containers. But when compared between 2021 and 2020, the percentage of lifting costs has dropped from 39% to 33% as the ratio of fuel costs has increased from 19% to 26%, while the other cost components were relatively similar.

The Company's profit in 2021 was Baht 17,976.5 million, higher than the year 2020 which was Baht 1,745.6 million or 930%, or approximately Baht 16,200 million. The increase in profit was mainly come from increased in freight rate 121% from last year, resulting in higher income. Meanwhile the operating cost increased 34% from Baht 14,360.3 million to Baht 19,176.2 million. Therefore, the increase in revenue more than expenses led to a roughly 900 percent increase in gross profit.

In 2021 there was a Reversing Entries. The impairment of marine vessels amounted to Baht 835 million due to a significant increase in the value of vessel and vessel rental income, causing the Company's vessel to be valued higher than the market price. As a result, there was no longer the impairment of the vessels on the balance sheet due to the fact that the actual value is greater than the market value. From the previous impairment, the Company has been adjusted out, resulting in an increase in profits of Baht 835 million. As for other incomes that declined due to the severe COVID-19 epidemic in 2020, the Company was subsidized from the Singapore government, the Hong Kong government and the Chinese government, which were recorded in other income. As a result, other income in 2021, which was not subsidized was decreased, while the exchange rate decreased slightly. However, selling and administrative expenses increased due to the increase in employee compensation while the financial cost is reduced because when the Company is profitable therefore, the loan was early repaid at a high interest rate, resulting in reduce financial expenses. As for the investment that we invest in associated companies and subsidiaries had more profit. This led the Company increasing the profit. and making the Company's earnings per share in 2021 at Baht 21.69, which in 2020 at Baht 2.10 per share

Mr. Twinchok Tanthuanit reported on 2021 overview and 2022 situation forecast that the COVID-19 epidemic situation continues to this day and many mutants. All governments have injected money into the system which increased more spending. What followed was a better economy, higher oil prices. For the port itself is full of containers and unable to move because people are unable to work fully because of the COVID-19 situation, especially in America and elsewhere.

It can be seen that at the end of 2020 the freight cost has increased due to more demand continuing into 2021, freight costs continue to increase sporadically through the beginning of this year. But there was a slowdown during the New Year and Chinese New Year. The price of vessel rentals has increased exponentially with large vessels of 4,000 TEUs and above is still in a high trend but the small vessel began to decreased. The higher cost of vessel leasing made the Company decide to purchase a vessel instead of renting it.

In recent times, port congestion has occurred, especially in America as well as in China, it was congested for a while and it was better organized and tightened again due to the lockdown in Shanghai.

In 2022, there are 3 factors that must be closely monitored: international politics, environmental concerns and the problem of inflation, which what will follow is that international trade has to be adjusted and expenses will increase.

In terms of demand forecasts, 2022 demand is expected to grow less than last year. The International Monetary Fund (IMF) has announced a reduction in GDP, so it is expected that demand may decline. Recently, it has been reduced to 3.6%, but because the Company operates a regional business, it can be seen that China, India and ASEAN have GDP at 4.4%, 8.2% and 5.3%, respectively, which are still stronger than the world. China announced its Q1 GDP of 4.8%, higher than the IMF and projected full-year growth of 4.4 percent, indicating China's strength. In addition, Chinese banks have announced that they will reduce reserves to prepare to inject money into the system and stimulate the economy after the country opens.

In terms of reducing carbon dioxide in the air, in the year 2023, vessels will be prohibited from emitting a lot of carbon dioxide. Which has to admit that the vessel is still using fossil fuel, which requires oil and carbon dioxide gas comes out which is found in most vessels. All they could do was run slower to reduce combustion and save fuel, or to let the vessels go to the scrap, which was an option that vessel lines had to look forward to.

There was an opinion poll on what the Shipping Lines think about 2022 compared to 2021, which can divide into 3 groups: better, equally or worse. It was found that most expected it to be as good as last year but only 1 case which think that was not good, maybe slightly worse than the year 2021.

The Company continues to use the same Strategy Framework, the financial aspect continues to track on expenses. Even now, the profit margin looks good, but the Company always control expenses and try to make the balance sheet stronger. On the customer side, the Company is more aware of customers, to make customers feel satisfied and want to be a company that customers think about when they want to transport goods and has increased the network to provide more variety of services for customers. For Social responsibility, the environment is an important matter that the Company closely monitors. The Company is ready to fully join the strict rules of international standards. For In-house operations, the Company concern that how can the Company leverage Digital Automation technology to better meet the needs of its customers. And what can not be forgotten is all of employees, how to make employees satisfied working with the Company and increase their potential to be better.

For short term operation due to the port is currently closed there are many delayed vessels. Therefore, the team is working hard to minimize the impact on the Company's shipping schedule. In every plan, the company always has a contingency plan. If a problem does not go as expected, the Company is ready to handle with it. And of course, the Company's processes continue to develop. In the middle term, there may be more business expansion. by finding out what customers want and being more responsive. Track digital transformation and relentless employee development.

The Company has purchased and rented 26,500 containers in 2021, or 24%, with the total number of 140,000 containers to ensure that the Liner business can grow strongly.

Currently, the Company's main business is liner business, not feeder business like in the past. The liner business has a ratio of more than 85%. The Company's main pillars are China, India, and ASEAN or the Middle East. And focusing on more West the Company hopes that by 2022 it will be able to increase its weight on the West from 18% to 22% for a more balanced approach. Not too heavy in specific place.

For e-service, customers can be closer to the Company. The Company can provide quotations on the website, customers can track the movement of goods, with more than 50% of the usage, it is considered quite successful. The target is expected to be 70-80% active.

The Company couldn't have done it without a strong and dedicated employee. The Company will continue to develop the potential of employees in training, by sending to study from outside or bring teachers to teach inside. And there is an opportunity for job rotation within the organization to allow employees to try things that they have never done. Because working together should understand each other. So that employees understand the real problems and can work together effectively. Including teaching employees to look at various reports to understand the numbers they see and more and more internal training.

The Company has prepared the following questions and answers that people may want to ask:

Question: China Shanghai lockdown will drive up port congestion?

Answer: Yes, unlike Shenzhen and Ningbo where ports are open but factories are closed. The problem of shortfall is a bigger problem than port closure.

Question: Demand will surge when China lockdown is lifted?

Answer: Yes, there still a lot of order not able to produced but high inflation may slow new order.

Question: Freight rate reduction since Chinese New Year is within expectations?

Answer: Freight rate is depend on time with extra effect from factors like inflation concern.

Question: LA union contract negotiation will create disruption?

Answer: The Company predict that high inflation will cause union wanting very high increase and it is possible for serious disruption

Question: Russian-Ukraine is a positive for container shipping?

Answer: The quantity in Russia and Ukraine is not that big. If that amount were to hit the ship, it wouldn't have made much of an impact.

Question: Surge in containership orderbook not a concern as it is only half of 2007 peak?

Answer: Supply is just one side of the equation. Demand growth need to be monitored closely

Question: IMO 2023 (CII/EEEXI) will reduce effective vessel supply?

Answer: Yes, and still need to closely monitor how the ship owners will decide to deal with this matter.

At end of the report, Dr. Jamlong Atikul asked the shareholders if there be any queries. No question.

The Meeting acknowledged the Report on the year 2021 Operational Results of the Company.

### Agenda No. 3 To Acknowledge Directors' Remuneration for the Year 2021

Dr. Jamlong Atikul reported that in 2021, the Company's Board of Directors comprised of 9 members, the annual standard remuneration of Baht 5.95 million and the additional remuneration at the rate of 0.5% of the excess portion from the first bracket of Baht 1,000 million of Baht 84,863,756.41 million. The total amount is Baht 90,813,756.41 million

Dr. Jamlong Atikul additionally reported that the directors' remuneration of the year 2021, according to the Company has profit of Baht 17,973 million, the annual standard remuneration of Baht 5.95 million and the additionally remuneration at the rate of 0.5% of the excess portion from the first bracket of Baht 1,000 million of Baht 84,863,756.41 million, the Board of Directors pays the remuneration as detailed in the standard remuneration payment to each director individually which disclosed in the Annual Report 2021 under "Report on Corporate Governance"

Position	2020		2021	
	Standard Remuneration (Baht)	Additional Remuneration (Baht)	Standard Remuneration (Baht)	Additional Remuneration (Baht)
Chairman	1,000,000	626,800	1,000,000	14,262,816.20
Managing Director	800,000	501,000	800,000	11,410,252.96
Director	400,000 × 6 persons	250,600 × 6 persons	2,800,000	39,935,885.36
	166,667 × 1 person*	104,600 × 1 person*		
	233,333 × 1 person**	146,000 × 1 person**	(400,000 × 7 persons)	(5,705,126.48 × 7 persons)
Audit Committee (3 persons)	900,000	564,000	900,000	12,836,534.58
Nomination & Remuneration and Corporate Governance Committee (3 persons)	450,000	282,000	450,000	6,418,267.29
<b>Total</b>	<b>5,950,000</b>	<b>3,728,000</b>	<b>5,950,000</b>	<b>84,863,756</b>

At end of the report, Dr. Jamlong Atikul asked if any inquiries from the shareholders.

#### Miss Waraporn Angsirikulchot Proxy from Thai Investors Association

Question: Non-monetary directors' remuneration such as allowance, gift vouchers, etc. Does the company pay this kind of remuneration?

Answer: No

Question: What is the directors meeting allowance per time?

Answer: There is no directors meeting allowance. The Company pay annually compensation.

No additional queries.

It was conclusion that the shareholders acknowledged the Directors' Remuneration for the Year 2021.

#### **Agenda No. 4 To Approve the Balance Sheets and Profit and Loss Statements as of 31<sup>st</sup> December 2021**

Dr. Jamlong Atikul requested the Meeting to consider the audited balance sheet and profit and loss statement of RCL as of 31<sup>st</sup> December 2021 which was published in 56-1 One Report 2021 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.

No question.

**Voting: 143 Shareholders casted 524,854,762 votes**

<b>Approved</b>	<b>524,854,762</b>	<b>votes</b>	<b>equal to</b>	<b>100.00</b>	<b>percent</b>
<b>Not Approved</b>	<b>0</b>	<b>vote</b>	<b>equal to</b>	<b>0.00</b>	<b>percent</b>
<b>Abstained</b>	<b>351,100</b>	<b>votes</b>	<b>equal to</b>	<b>-</b>	<b>percent</b>
<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00</b>	<b>percent</b>

The Meeting unanimously approved the Balance Sheets and Profit and Loss Statements as of 31<sup>st</sup> December 2021.

#### **Agenda No. 5 To Approve Declaring Dividend for the Year 2021 Operational Results**

Dr. Jamlong Atikul referred to the operational results for the year 2021 that was reported to the Meeting in the Agenda No. 2, where by the Company recorded the net profit of Baht 17,973 million and proposing that the shareholders’ meeting should declaring dividend for the year 2021 operational results ended 31<sup>st</sup> December 2021 at Baht 6 per share to the 828,750,000 ordinary shares, totaling Baht 4,972,500,000 where the Company has paid interim dividends 2 times on 10<sup>th</sup> September 2021 and 3<sup>rd</sup> December 2021 at Baht 1.50 per share, totaling Baht 2,486,250,000 that has been paid the interim dividends. The remaining portion to be paid is Baht 3 per share as detailed in Attachment No. 3, sent to all shareholders in advance together with the meeting notice.

Details of dividend payment	2019	2020	2021
Net Profit (million Baht)	-493	1,745	17,973
Number of Share	828,750,000	828,750,000	828,750,000
Dividend per Share (Baht : Share)	Do not pay	0.50	6.00
Total dividend paid (million Baht)	Do not pay	414.375	4,972.50
Dividend payout ratio	Do not pay	23.70%	27.70%

At end of the report, Dr. Jamlong Atikul asked the shareholders if there be any queries. No question.

**Voting: 143 Shareholders casted 525,205,862 votes**

<b>Approved</b>	<b>525,205,862</b>	<b>votes</b>	<b>equal to</b>	<b>100.00</b>	<b>percent</b>
<b>Not Approved</b>	<b>0</b>	<b>vote</b>	<b>equal to</b>	<b>0.00</b>	<b>percent</b>
<b>Abstained</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>-</b>	<b>percent</b>
<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00</b>	<b>percent</b>



The Meeting unanimously approved declaring dividend for the operational results of the year ended 31<sup>st</sup> December 2021.

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

Dr. Jamlong Atikul 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 2022, there are 3 directors due to retire as follows:

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

The Board of Directors at its Meeting No. 2/2022 held on 25<sup>th</sup> February 2022 reviewed the recommendation from the Nomination & Remuneration and Corporate Governance Committee and resolved to nominate the 3 directors to the Shareholders’ Meeting for re-election. 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.

At end of the report, gave an opportunity for shareholders if there be any queries asked questions. No question.

Dr. Jamlong Atikul asked shareholders to cast the vote individually and to return the ballot papers of 3 directors.

**6.1 Mr. Kua Hock Eng**

<b>Voting:</b>	<b>143 Shareholders</b>	<b>casted 525,185,862 votes</b>			
<b>Approved</b>	<b>521,725,370</b>	<b>votes</b>	<b>equal to</b>	<b>99.3411</b>	<b>percent</b>
<b>Not Approved</b>	<b>3,460,492</b>	<b>vote</b>	<b>equal to</b>	<b>0.6589</b>	<b>percent</b>
<b>Abstained</b>	<b>20,000</b>	<b>votes</b>	<b>equal to</b>	<b>-</b>	<b>percent</b>
<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00</b>	<b>percent</b>

## 6.2 Mrs. Arpavadee Meekun-Iam

<b>Voting:</b>	<b>143 Shareholders</b>	<b>casted 517,343,462 votes</b>			
	<b>Approved</b>	<b>516,925,652</b>	<b>votes</b>	<b>equal to</b>	<b>99.9192 percent</b>
	<b>Not Approved</b>	<b>417,810</b>	<b>vote</b>	<b>equal to</b>	<b>0.0808 percent</b>
	<b>Abstained</b>	<b>7,862,400</b>	<b>votes</b>	<b>equal to</b>	<b>- percent</b>
	<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00 percent</b>

## 6.3 Mr. Charlie Chu

<b>Voting:</b>	<b>143 Shareholders</b>	<b>casted 525,185,862 votes</b>			
	<b>Approved</b>	<b>511,785,970</b>	<b>votes</b>	<b>equal to</b>	<b>97.4485 percent</b>
	<b>Not Approved</b>	<b>13,399,892</b>	<b>vote</b>	<b>equal to</b>	<b>2.5515 percent</b>
	<b>Abstained</b>	<b>20,000</b>	<b>votes</b>	<b>equal to</b>	<b>- percent</b>
	<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00 percent</b>

Dr. Jamlong Atikul concluded that the Meeting with the majority of the shareholders attending and casting votes approved to elect Mr. Kua Hock Eng and Mr. Charlie Chu as Director, and the Meeting with the majority of the shareholders attending and casting votes approved to elect Mrs. Arpavadee Meekun-Iam as Independent Director.

Dr. Jamlong Atikul thanked the shareholders on behalf of the Board of Directors for the trust accorded to the re-elected and new director. In the year 2022, the Board of Directors comprises 3 independent directors, 1 non-executive director and 5 executive directors making the total of 9 directors.

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

Dr. Jamlong Atikul informed the Meeting that for the year 2022, the Audit Committee had recommended Mrs. Natsarak Sarochanunjeen, (the 1<sup>st</sup> year of audit) registration No.4563 and team from A.M.T. & Associates to be the Company's auditors for the period from 1<sup>st</sup> January 2022 till 31<sup>st</sup> December 2022. The audit fee for the year 2022 is 1,630,000 baht, an increase of 130,000 baht from 2021 as detailed in Attachment 5 sent to all shareholders in advance together with the Notice, as per following:

	2021	2022
Examination of the Company's financial statements for the year ending 31 <sup>st</sup> December	660,000.00	700,000.00
Review of interim consolidated financial statements of Company totaling 3 quarters	840,000.00	930,000.00
Total (Baht)	1,500,000.00	1,630,000.00

At end of the report, gave an opportunity for shareholders if there be any queries asked questions. No question.

<b>Voting:</b>	<b>143 Shareholders</b>	<b>casted 525,205,862 votes</b>			
	<b>Approved</b>	<b>517,363,462</b>	<b>votes</b>	<b>equal to</b>	<b>98.5068 percent</b>
	<b>Not Approved</b>	<b>7,842,400</b>	<b>vote</b>	<b>equal to</b>	<b>1.4932 percent</b>
	<b>Abstained</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>- percent</b>
	<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00 percent</b>

The Meeting with the majority of the shareholders attending and casting votes approved to appoint the Company's auditors for the period from 1<sup>st</sup> January 2022 till 31<sup>st</sup> December 2022 and approved the audit fees of Baht 1,630,000 which is Baht 130,000 higher than the rates charged in the year 2021.

#### **Agenda No. 8 To Approve the amendment of the Company's Article of Association**

Dr. Jamlong Atikul reported that The Board of Directors at its Meeting No. 10/2021 held on 5<sup>th</sup> November 2021 passed the resolutions approving to propose the Annual General Meeting of Shareholders to consider the amendment of the Company's Article of Association with regard to the repurchase of shares. The additional clause to be added is as follows;

Clause 12 The Company shall not own its share or take them in pledge, except in the following circumstances:

1. The Company may repurchase its shares from dissenting shareholders who vote against a resolution of the shareholders' meeting approving an amendment to the Articles of Association of the Company regarding voting rights and the right to receive dividends which, in their opinion, is considered unfair.
2. The Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial trouble to the Company.

Share held by the Company shall not counted towards constituting a quorum for the shareholders' meeting and shall carry no voting right as well as no right to receive dividends. The Company shall dispose of the repurchases share within the period prescribed in the relevant ministerial regulations. If the Company fails to do so or is unable to complete the disposition within the prescribed period, the Company shall reduce its paid-up capital by writing off such unsold shares.

The repurchase of share, disposition of share and writing off of the unsold shares shall comply with the rules and procedures as prescribed in the relevant ministerial regulations which legislate in accordance with the Public Limited Company Act.

The repurchase of shares shall be approved by the shareholders' meeting, except that a repurchase of shares in an amount of not more than 10 percent of the paid-up capital shall be approved by the board of directors.

The details are shown in Attachment No. 6, which has been sent to shareholders in advance with the Notice.

At end of the report, Dr. Jamlong Atikul gave an opportunity for shareholders if there be any queries asked questions.

The shareholder asked the questions as followings:

Ms. Naree Sae-lee, shareholder

Question: Please tell the original before editing

Answer: There were no this Article and will be added to the Company's Article of Association

No additional queries.

<b>Voting:</b>	<b>143 Shareholders</b>	<b>casted 525,205,862 votes</b>			
	<b>Approved</b>	<b>485,121,410</b>	<b>votes</b>	<b>equal to</b>	<b>92.3679 percent</b>
	<b>Not Approved</b>	<b>40,084,452</b>	<b>vote</b>	<b>equal to</b>	<b>7.6321 percent</b>
	<b>Abstained</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>- percent</b>
	<b>Void ballots</b>	<b>0</b>	<b>votes</b>	<b>equal to</b>	<b>0.00 percent</b>

The Meeting with the majority of the shareholders attending and casting votes approved to amendment of the Company's Article of Association.

When finished the agendas of annual general meeting, Dr. Jamlong Atikul gave an opportunity for shareholders if there be any queries asked questions.

The shareholder asked the questions as followings:

Mr. Wanchai Chantrapitak Shareholder

Question: Carbonization Affects the existing RCL fleet Is it in good condition?

Answer: According to the company has an old vessel which running slow then the slower will be Port Rotation. Normally, the Company runs about 6 ports per 1 cycle, may reduce 1 port so that we can slow down and be able to use the vessel. There may be some boats that need to go to the Scrap Yard but still can nor determine because the Company wants to consider the market situation whether it's worth is or not. We monitor the situation day by day as the information changes all the time and we will choose the best expected solution. As for the impact on the fleet, it's estimated about 15% because we're sailing in Intra Asia, not sailing so fast. Even though it's an old vessel, it doesn't emit a lot of carbon. In the past 10 years, the Company's vessels were always sailing slow because in the past, the oil price was a fix portion, the Company tried to control the cost. Moreover, the criteria of Decarbonization is still unclear, so we can't give the exact answer of how many but the estimated is around 15%

Question: Outlook in 2022 from the perspective of the company considered to be at a good level, superior to competitors or worse than competitors?

Answer: Predicted that if the Ukraine Russia War ends soon maybe better than last year. But if the war is protracted, it may be similar to last year. Because as seen in the 1<sup>st</sup> Quarter we had some money in our pockets. If the situation is not too bad, it is expected that might not be worse.

Question: Does the Company have any investment plan besides core business?

Answer: We have the policy to do what we know. If I don't know, I don't want to do it. And the volatility of the world is higher. Therefore, still not interested in doing non-core business.

Question: What is the date for Quarter 1 announcement?

Answer: The Company will have the board meeting on 13<sup>th</sup> May, 2022.

Question: Is the freight limit around this? If more than this, the operator will not be able to survive?

Answer: From the graph, it can be seen that now it has started to decline. I think entrepreneurs should feel better. But in the future, anything can happen. If China opens the country, there may be an increase. But if it will look like last year or not? We have to admit that it's not easy. because the level nowadays is quite high but it depends on the market what will happen in the future if there any situation would surprise us again. But if the war is not protracted, it is unlikely that anything will happen. And the situation with COVID-19 was handled better. More people return to normal life, it can be concluded that there should not be much change but there are also uncertainties.

Mr. Apirak Santhipromkul Shareholder

Question: China's lockdown might be very long because China is still using the Zero Covid policy because if let go, China public health system can't take it and will definitely have an impact on income. The question is, is it predictable that what the long-term impact will be? or not affecting at all, even if the lockdown is long.

Answer: Referring to what they've said and what they've rumored, China is still insisting on Zero COVID Policy, so it wouldn't be easy to loosen the lockdown. But as we closely monitor it is expected not more than 2 weeks will begin to see a positive situation, this is what they've rumored. Because if the situation stays like this for a long time, it won't be good. They initially said that the lockdown was only 2 weeks but now it has passed more than a month. For China Public health is expected to handle well as the virus is already known to some level and there might be measures to handle with it.

Mr. Niphan Boonyang, Shareholder

Question: Is the vessel still full capacity during the 1<sup>st</sup> and 2<sup>nd</sup> quarters?

Answer: I understand that it means Utilization. If it is divided into Head Haul and Back Haul, it is found that Head Haul is the country that have a lot of exports, less imports, which is more than 90 percent which still considered strong. For Back Haul is flowing with the mechanism. Referring to last year, Back Haul is not very good because our containers are not enough, so we have to bring containers back to the origin where the freight rate is good. Currently, freight prices at Back Haul are quite good compared to last year. Therefore we began to remove more products from the Back Haul, making overall utilization of this year is expected to remain strong.

Mr. Sumate Tanthuwani summarized the operating results and development of the Company that the Company would like to thank all shareholders for their support of this committee and the Company has been operating for 44 years now. Through many hardships, the Company would like to thank those who held shares from the first day until today for giving confidence.



If comparing the Company's business to the fishery business, we started with shore fishing, which is a feeder business, waiting for fish to come to the shore to catch, been doing it for a while and can fish a lot but soon people came to share fishing. It turns out that there are more competitors, less fish. The Company therefore had to go fishing outside the riverbank. This is the beginning of COC business operations and achieved a certain level. The longer the fish, the more the Company had to expand to the deep sea to catch more bigger fish and sell at a better price causing us to buy a bigger vessel. It can be noticed that in 2022, the Company bought many vessels of 5,000-6,000 TEUs because the Company expanded our fishing scope, in the deep sea to get more fish. Which we are still providing services in Intra Asia only. The next level that we will grow further is fishing across the ocean which we haven't reached that point yet.

In the period of one to two years the Company adjusts itself from shore fishing to fishing in the medium deep sea which was adjustment through hardships through various obstacles including unfavorable external factors that not conducive to the Company growth. But we have succeeded to this day. The Company's performance is still satisfactory. It is considered a good sign. of Thai vessel's ability.

Mr. Sumate Tanthuanit further said that he wants to share the pride of the Company's staff that we, the Thai boat company can do this. The world is watching us and see that we can do a lot more, so he wants to share his pride for all of us Thai people more than 95% of employees are Thai people and everything is done by Thai people, whether it is IT systems. or anything, we use all Thai people. Therefore, let's share our pride.

In addition, the wars that exist today are more complex and whether has a more or less impact on the Company's business which is the duty of the executives to avoid be timely and nimble enough to lead the Company's business to success. Therefore, he would like to leave it as an idea that the Company's business depends a lot on these factors, so geopolitics have a huge impact on our future. In this regard, the Company proceeded as the chairman suggested the Company's guidelines.

Mr. Sumate Tanthuanit said in the end that our Company, Thai people are the people who do this work. We are Thai boats. We are Thai people. Not foreigners. Say it's a Thai boat. We are real Thai people. More than 95% are Thai people who do this. Everything is the pride of Thai people.

Mr. Settanan Kupradit, Shareholder

Question: As a maritime group, what is your opinion on other communities such as steel group, rubber group, oil group?

Answer: Because now there is an inflation base. Must admit that the share price in these group will be more expensive. Not sure what that's means. If asked what is the price of the Community? It can be seen that the price has increased. That's why we decided to purchase vessels because in the future the price of the vessel probably won't fall much if the energy price is this high and the inflation. Therefore, the Company had decided to buy a vessel now, once we get a vessel, we can use it right away. But if we decide next year, the price will not be different. and the vessel will be more delayed.

There were no any matters or any inquiries.

Dr. Jamlong Atikul thanked to shareholders and closed the 43<sup>rd</sup> Annual Shareholders General Meeting 2022 at 12.15 p.m.

**Chairman of the Board of Directors**

*-signed-*

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Dr. Jamlong Atikul

**Meeting Minutes Taker**

*-signed-*

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Mrs. Suporn Amnuaypan

**Form 56-1 One Report and Financial Position and Statements of Profit and Loss  
for the Year Ended December 31<sup>st</sup>, 2022 in the Form of QR Code**



**QR Code Downloading Procedures for the 2022 Form 56-1 One Report**

The Thailand Securities Depository Co., Ltd., (“TSD”) as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease. (as shown in Enclosure No. 2)

The aforementioned documents could be downloaded from the QR Code by following the steps below.

**For iOS System (iOS 12 and above)**

1. Turn on the mobile camera.
2. Turn on mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

**For Android System**

1. Open application such as QR CODE READER, Facebook or Line. How to scan the QR Code with Line application.
  - 1.1 Open Line application and click on “Add friend”
  - 1.2 Choose “QR Code”
  - 1.3 Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting

**Details of Directors’ Remuneration for the Year 2022 and the Proposed Criteria of “Standard Remuneration” for the Company’s Performance from 2023 onwards**

**Directors’ Remuneration for the Year 2022**

The 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> April 2005 approved the directors’ remuneration criteria tied to the net earnings of the Company,

1. In case the net earnings are less than or equal to Baht 1,000 million, the remuneration structure as approved at the 25<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> April 2004 shall be applied as “standard remuneration”,

2. In case the net earnings exceed Baht 1,000 million, the directors shall be additionally remunerated at the rate of 0.5% of the excess portion from the first bracket of Baht 1,000 million. Each director / committee member shall be additionally remunerated in proportion to his / her “standard remuneration”,

3. The new remuneration criteria is effective as from the year 2004 operational results onwards.

The approved standard remuneration totals Baht 5.95 million.

Refer to the resolution from the 39<sup>th</sup> Annual Shareholders General Meeting 2018 on April 27<sup>th</sup>, 2018 that to approve to increase Directors’ remuneration for the Nomination & Remuneration and Corporate Governance Committee for Bath 50,000 per year per director of the committee for the year 2018 onwards due to additional role of Corporate Governance. Thus, remuneration of each Nomination & Remuneration and Corporate Governance Committee is Baht 150,000 per year per director.

**Directors’ Remuneration for the year 2022**

As at the 43<sup>rd</sup> Annual General Meeting held on 22<sup>nd</sup> April 2022, the Company’s Board of Directors comprised 9 members. At the end of the year 2022, the Company’s Board of Directors comprised 9 members. The Company recorded the net profit of Baht 24,625 million, thus the remunerations based on the above criteria are as tabulated below:

Title	2021		2022	
	Standard Remuneration (Baht)	Additional Remuneration (Baht)	Standard Remuneration (Baht)	Additional Remuneration (Baht)
<b>Monetary Compensation</b>				
Chairman	1,000,000	14,262,816.20	1,000,000	19,853,089.84
Managing Director	800,000	11,410,252.96	800,000	11,250,084.24 × 1 director <sup>(1)</sup> 12,573,623.56 × 1 director <sup>(2)</sup>
Director (each)	400,000	5,705,126.48	400,000	7,941,235.94 × 5 directors 3,308,848.31 × 1 director <sup>(3)</sup> 4,632,387.63 × 1 director <sup>(4)</sup>
Audit Committee (each)	300,000	4,278,844.86	300,000	5,955,926.95
Nomination & Remuneration and Corporate Governance Committee (each)	150,000	2,139,422.43	150,000	2,977,963.48

<b>Non-Monetary Compensation</b>		
Other remuneration	None	None

- Remark**
- (1) Mr. Sumate Tanthuwani has been resigned from President and appointed to be Chairman of Executive Committee. Effective on June 1<sup>st</sup>, 2022
  - (2) Mr. Twinchok Tanthuwani has been appointed to be President. Effective on June 1<sup>st</sup>, 2022.
  - (3) Mr. Kua Hock Eng has been resigned from Board of Director. Effective on May 31<sup>st</sup>, 2022.
  - (4) Mr. Goh Peck Yang has been appointed to be Board of Director. Effective on June 1<sup>st</sup>, 2022.

Chairman/directors, members of the Audit Committee and Nomination & Remuneration and Corporate Governance Committee were remunerated for full period in office from January to December 2022.

Detail of standard remuneration paid to individual director is presented in Form 56-1 One Report for the year 2022 In part 2 Corporate Governance, under section “Directors’ Remuneration” page 112.

The Board of Directors do not receive any meeting attendance fee, remuneration, welfare or other remuneration besides the specified above. In addition, the Board of Directors who hold the directorship in the subsidiaries do not receive additional remuneration or meeting attendance fee.

### **The Proposed Criteria of “Standard Remuneration” for the Company’s Performance from 2023 onwards**

The “Standard Remuneration”, which has been approved by the 25<sup>th</sup> Annual General Meeting of Shareholders on April 30<sup>th</sup>, 2004 that in case the net earnings are less than or equal to Baht 1,000 million and additionally approved the increase of remuneration for the Nomination & Remuneration and Corporate Governance Committee in the 39<sup>th</sup> Annual General Meeting of Shareholders on on April 27<sup>th</sup>, 2018. The proposed directors’ remuneration criteria is set out below.

- (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 onwards.

#### **Monetary Compensation:**

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

**Non-Monetary Compensation:** None.

Nevertheless, the additional remuneration at the rate 0.5% of the exceeding 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.



**Dividend Payment Policy and Comparative Information of Dividend Payout**

The Company has established the policy to pay dividend to the shareholders at the rate of not exceeding 50% of the consolidated net earnings, upon obtaining approval from the shareholders based on majority votes at the Annual General Meeting.

The Board of Directors may declare interim dividend to the shareholders from time to time if the Board views that the earnings of the Company justify such payment. The dividend payout, when made, shall be reported to the shareholders at the next consecutive meeting.

**Comparative Information of Dividend Payout during Financial Year 2020-2022**

<b>Dividend Payout Detail</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
Net Earnings (Loss) (Baht Million)	1,745	17,973	24,625
Number of Share	828,750,000	828,750,000	828,750,000
Dividend / Share (Baht)	0.50	6	7
Total Dividend Payout (Baht Million)	414.375	4,972.50	5,801.3
Dividend Payout Ratio	23.7%	27.7%	23.6%

**Information of Directors who are Retired by Rotation and Nominated to be Re-elected as Directors for Another Term**

<b>Name</b>	Mr. Sumate Tanthuwant
<b>Nominated as</b>	Director
<b>Age</b>	77 years
<b>Nationality</b>	Thai
<b>Education</b>	<ul style="list-style-type: none"><li>- Honorary Doctorate in Logistics Management, Chulalongkorn University</li><li>- Ph.D. in Business Administration (Honorary), Mae Fah Luang University</li><li>- Master of Management Engineering, Asian Institute of Technology</li><li>- Bachelor of Engineering (Hons), Chulalongkorn University</li><li>- Diploma, Thailand National Defence College</li></ul>
<b>Training Course</b>	<ul style="list-style-type: none"><li>- Director Certification Program Class 33/2003, Thai Institute of Directors Association</li></ul>



**Working Experiences (5 years past experiences)**

**Positions in Listed Companies in SET (1 Company)**

Jun. 1980 - Present	Director and Chairman of Executive Committee	Regional Container Lines PCL
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**Positions in Other Listed Companies** None

**Positions in Non-Listed Companies (10 companies)**

Position	Name of Company	Activity
Executive Director	RCL Investment Pte. Ltd (Subsidiary company in RCL Group)	Holding company
Executive Director	Regional Container Lines Pte. Ltd. (Subsidiary company in RCL Group)	Ship owning and operating
Executive Director	RCL Shipmanagement Pte. Ltd. (Subsidiary company in RCL Group))	Ship management
Executive Director	Regional Container Lines (H.K.) Limited (Subsidiary company in RCL Group)	Holding company, shipping agent and the provision of transportation and cargo handling services
Director	Regional Container Lines Shipping Co., Ltd. (Subsidiary company in RCL Group)	Shipping agent and broker
Director	RCL Agencies (M) Sdn. Bhd. (Subsidiary company in RCL Group)	Shipping agent
Director	TIPS Co., Ltd. (Associated company in RCL Group)	Terminal operating
Chairman of Executive Committee	Ngow Hock Group	Provide logistics services
Honorary Chairman	Thai Shipowners' Association	Association that deals with Maritime issues
Executive Director	The Thai Chamber of Commerce	Promotion of trade, agricultural, Industry and finance

**Positions in Rival Companies/Connected Business that May Cause Conflict of Interest**


None

**Company Shareholding (as at December 31<sup>st</sup>, 2022)** 59,155,950 shares (7.14%)

**Directorship since 28 June 1980 (43 Years)**

**Year of Directorship inclusive of the reappointment term is** 46 years (43 years plus 3 years)

**Meeting Attendance** Board of Directors' Meeting 9/9 Times (100%)

<b>Name</b>	Mr. Twinchok Tanthuwanit	
<b>Nominated as</b>	Director	
<b>Age</b>	41 years	
<b>Nationality</b>	Thai	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Science in Biomedical Engineering, Fachhochschule Aachen Julich, Germany</li> <li>- Bachelor of Engineering in Electrical Engineering (Automation &amp; Microsystem), Fachhochschule Aachen Julich, Germany</li> </ul>	
<b>Training Course</b>	<ul style="list-style-type: none"> <li>- Directors Certification Program (DCP) Class 318/2022, Thai Institute of Directors Association</li> <li>- Subsidiary Governance Program (SGP) Class 3/2022, Thai Institute of Directors Association</li> </ul>	

### Working Experiences (5 years past experiences)

#### Positions in Listed Companies in SET (1 Companies)

June 2022 - Present	President	Regional Container Lines Public Company Limited
May 2018 - Present	Director / Executive Director	Regional Container Lines Public Company Limited
Aug. 2019 – May 2022	Senior Vice President (Chief of Regions, Operations and Business Development)	Regional Container Lines Public Company Limited
Dec. 2018 – Jul. 2019	Senior Vice President (Chief of Regions and Business Development)	Regional Container Lines Public Company Limited

#### Positions in Other Listed Companies

None

#### Positions in Non-Listed Companies (18 companies)

Position	Name of Company	Activity
Director	RCL Investment Pte. Ltd (Subsidiary company in RCL Group)	Holding company
Director	Regional Container Lines Pte. Ltd. (Subsidiary company in RCL Group)	Ship owning and operating
Director	RCL Shipmanagement Pte. Ltd. (Subsidiary company in RCL Group)	Ship management
Director	RCL Feeder Pte. Ltd. (Subsidiary company in RCL Group)	Holding company, cargo consolidation and operating
Director	Regional Container Lines (H.K.) Limited (Subsidiary company in RCL Group)	Holding company, shipping agent and the provision of transportation and cargo handling services
Director	RCLS Co., Ltd. (Subsidiary company in RCL Group)	International Business Center for the Group
Director	Regional Container Lines Shipping Co., Ltd. (Subsidiary company in RCL Group)	Shipping agent and broker
Director	RCL Logistics Co., Ltd. (Subsidiary company in RCL Group)	Logistics services
Director	RCL Agencies (M) Sdn. Bhd. (Subsidiary company in RCL Group)	Shipping agent

Director	RCL Feeders Phils., Inc. (Subsidiary company in RCL Group)	Shipping agent
Director	RCL (Vietnam) Co., Ltd. (Subsidiary company in RCL Group)	Shipping agent
Director	Regional Logistics Co., Ltd. (Subsidiary company in RCL Group)	Logistics services
Director	RCL (Myanmar) Company Limited (Subsidiary company in RCL Group)	Shipping agent
Director	Santi Bhum Co., Ltd. (Subsidiary company in RCL Group)	Ship owning and operating
Director	Thitti Bhum Co., Ltd. (Subsidiary company in RCL Group)	Ship owning and operating
Director	RCL Agencies (India) Private Limited (Joint Venture company of RCL Group)	Shipping agent
Director	RCL Agencies East India Private Limited (Joint Venture company of RCL Group)	Shipping agent
Chairman	Shanghai CIMC Grand International Logistics Co., Ltd. (Joint Venture company of RCL Group)	Logistics services
Director	Regional Logistics Private Limited (Joint Venture company of RCL Group)	Logistics services

**Positions in Rival Companies/Connected Business that May Cause Conflict of Interest**

None

**Company Shareholding (as at December 31, 2022)** 5,337,175 shares (0.64%)

**Directorship since 4 June 2020 (3 Years)**

**Year of Directorship inclusive of the reappointment term is** 6 years (3 years plus 3 years)

**Meeting Attendance** Board of Directors' Meetings 9/9 Times (100%)

**Name** Mr. Viset Choopiban  
**Nominated as** Independent Director  
**Age** 77  
**Nationality** Thai  
**Education**

- Ph.D. Honorary in Engineering, Chulalongkorn University
- Master Degree in Electrical Engineering, Chulalongkorn University
- Bachelor Degree in Electrical Engineering, Chulalongkorn University
- Diploma, The Joint State - private Sector Course, Class 8, Thailand National Defence College of Thailand

**Training Course**

- Director Accreditation Program (DAP) Class 130/2016, Thai Institute of Directors Association
- Role of the Chairman Program (RCP) Class 3/2001, Thai Institute of Directors Association



**Working Experiences (5 years past experiences)**

**Positions in listed companies in SET (2 companies)**

Oct. 2008 - Present	Independent Director /Audit Committee Member / Chairman of the Nomination & Remuneration and Corporate Governance Committee	Regional Container Lines PCL
May 2008 - Present	Independent Director and Chairman of the Board of Directors	Gulf Energy Development Company Limited

**Positions in Other Listed Companies** None

**Positions in Non-Listed Companies (4 companies)**

Position	Name of Company	Activity
Director	TIPS Co., Ltd. (Associated company in RCL Group)	Terminal operating
Chairman of the Board of Directors	Gulf JP Company Limited	Invest in power generation business
Member of PTIT Foundation Board & Council of Trustees	The Petroleum Institute of Thailand	Research and seminars
Director	CUEL Company Limited	Production of oil rigs

**Positions in Rival Companies/Connected Business that May Cause Conflict of Interest**

None

**Company Shareholding (as at December 31, 2022)** None

**Directorship since 1 October 2008 (15 Years)**

**Year of Directorship inclusive of the reappointment term is** 18 years (15 years plus 3 years)

**Meeting Attendance**

- Board of Directors' Meetings 9/9 Times (100%)
- Audit Committee Meetings 5/5 Times (100%)
- Nomination & Remuneration and Corporate Governance Committee Meetings 4/4 Times (100%)

**Information of Auditors and Details of Audit Fees for the Year 2023**

**Information of auditors from A.M.T. & Associates**

<b>Name-Surname</b>	<b>Registration No.</b>	<b>Number of years of signing the Company's financial statements</b>
Mrs. Natsarak Sarochanunjeen	4563	2 years of signing
Miss Daranee Somkamnerd	5007	-
Miss Jarunee Nuammae	5596	-
Mr. Siramate Akkharachotkullanan	11821	-

**Relationship and/or interest with the Company, its subsidiaries, executives, major shareholders or related persons**

Those proposed auditors do not have any relationship or any interest with the Company, its subsidiaries, executives, major shareholders or their related persons. The proposed auditors, therefore, will be able to independently express their opinion to the Company's financial statements.

**Audit firm of the its subsidiaries**

The majority of the Company's subsidiaries do not appoint the same audit firm as the Company's. The Board of Directors will ensure that the subsidiaries' financial report shall be prepared in timely manner.

**Comparative information of the audit fee**

<b>Details</b>	<b>Proposed audit fee for the year 2023</b>	<b>Audit fee in the year 2022</b>	<b>Increase (%)</b>
<b>Audit Fee</b>			
- Examination of the Company's financial statements for the year ending 31 <sup>st</sup> December	<b>700,000</b>	<b>700,000</b>	-
- Review of interim consolidated financial statements of Company totaling 3 quarters	<b>930,000</b>	<b>930,000</b>	-
<b>Total</b>	<b>1,630,000</b>	<b>1,630,000</b>	-

In 2022, the Company has no any other service (Non-Audit Fee) paid to A.M.T. & Associates. The details of auditor's remuneration of the Company and its subsidiaries are presented in Form 56-1 One Report for the year 2022 page 116 as in Enclosure No. 2.



**Articles of Association of Regional Container Lines Public Company Limited Relating to the Annual General Meeting of Shareholders**

**MEETING OF SHAREHOLDERS**

Clause 13. The board of directors shall arrange for a meeting of shareholders as an annual general meeting within 4 months from the date of expiry of the accounting year of the Company. Other subsequent general meeting of shareholders shall be called the extraordinary general meeting.

The board of directors may summon an extraordinary general meeting at any time deemed appropriate.

Clause 14. The board of directors may announce the closure of shareholders register book for suspension of transfer of shares for 21 days prior to the date of meeting and it must be announced in advance to the shareholders at the head office and branch office not less than 14 days prior to the date of suspension of registration of transfer of shares, but it must be in accordance with the regulations of the Stock Exchange of Thailand.

Clause 15. The shareholders who hold number of shares totally not less than one-fifth of the whole number of shares sold; or the shareholders not less than 25 persons who hold number of shares totally not less than one-tenth of the total number of shares sold, are entitled to submit a written request to the board of directors for summoning the meeting of shareholders as an extraordinary general meeting at any time deemed appropriate but must indicate the reason of such meeting clearly in such request. In such case the board of directors must arrange for meeting of shareholders within 1 month from the date of receiving of such written request from the shareholders.

Clause 16. The meeting of shareholders must be attended by shareholders and proxy of the shareholders (if any) not less than twenty-five persons, or not less than half of the total number of shareholders, and must have a total number of shares not less than 40% of the whole number of shares sold so as to constitute a quorum.

Clause 17. The chairman of the board of directors shall preside at the meeting of shareholders. In case the chairman is not available or absent, the vice chairman (if any) will preside over as the chairman of the meeting instead. If there is no vice-chairman or is not available, the shareholders attending the meeting will elect one shareholder to act as the chairman of the meeting.

Clause 18. The resolution of the meeting of shareholders shall consist of the following votes:

- (1) in normal circumstances, it will be based on majority of votes of shareholders attending the meeting. In case of an equality of votes, the chairman will have a casting vote.
- (2) in the following cases, it will be based on majority of not less than three-fourth of the total number of votes by shareholders attending the meeting.

- (a) sale or transfer of the whole or part of the Company business to other person.
- (b) purchase or accept the transfer of other company or private company to become the Company business
- (c) rectification or termination of lease contract of essential business of the Company wholly or partly; assigning other person to manage the Company business; or merging or aggregation of business with other person with the objective of sharing of profit/loss.

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.

In voting, a shareholder shall have a number of votes equal to the number of shares holding, viz. one share will have one vote.

Voting will be made openly, except for the case of shareholders not less than 5 persons have made a request for a poll. A poll procedures will be taken in such manner as the chairman of the meeting directs.

The instrument appointing a proxy will be made according to the form prescribed by the registrar and must contain the following details:

- (1) number of shares currently hold.
- (2) name of proxy
- (3) number of the meeting which the proxy attends and votes, or specify the proxy to attend and vote for all meetings.

In voting, the proxy will have the votes equivalent to the number of votes which the shareholders have, except for the case which the proxy will state to the meeting prior to the voting that he will vote for the certain shareholders by indicating the name of shareholders and number of shares of such shareholders.

### **BOARD OF DIRECTORS**

...

Clause 22. The meeting of shareholders shall elect the directors according to the following manners:

- (1) each shareholder shall have one vote per one share.
- (2) each shareholder must use the existing votes as stipulated in case (1) to elect a person or several persons to be the directors, but it is prohibited to divide the votes to any specific person.
- (3) the person who has received the maximum votes will be appointed the directors according to the number of directors available for such time. In case of equal votes, the chairman shall have a casting vote.

...

Clause 30. At every annual general meeting of shareholders one-third of directors must retire from office. If the number of directors is not a multiple three, then the number nearest to one-third must retire from office. The retiring director is eligible for re-election.

...

Clause 32. The meeting of shareholders may make a resolution to vote for terminating any director prior to the expiration of term of office provided that such resolution has been passed by majority of not less than three-fourth of shareholders attending the meeting and with a total number of shares not less than half of the total number of shares of the shareholders attending the meeting.

## ACCOUNT FINANCE AND AUDITING

Clause 35. The board of directors must arrange the balance sheets, profit and loss statements at the end of each accounting year for submission to the shareholders during the annual general meeting for approval.

The board of directors must arrange the balance sheets and profit and loss statements prepared during the accounting year, viz. from 1 January up to 31 December of each year to be examined by the auditor prior to presenting to the meeting of shareholders.

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.

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.

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.

Clause 37. The Company must allocate the annual net profit for certain amount as reserved capital not less than 5% of the net profit each year deducted with the accumulate/aggregated loss brought forward [if any] until this reserved capital shall have the amount not less than 10% of the registered capital.

Clause 38. In case the Company has not sold the shares in full amount as registered, or when the Company has registered for an increase of capital, the Company shall pay full amount or part of dividend in form of the new ordinary shares to the shareholders with the approval from the meeting of shareholders.

Clause 39. The annual general meeting of shareholders shall appoint the auditor and fix the audit fees for auditor each year. The existing auditor may be re-appointed.

Clause 40. The shareholders shall have the rights to inspect the balance sheets, profit & loss statements, report of auditor at all times during the office hours of the Company, and may request for the certified true copy of such documents. In this respect the shareholders must pay for the expenses at a rate prescribed by laws.

Clause 41. The auditor has the rights to make a written statement / explanation for submission to the shareholders, and has the duty to attend the meeting of shareholders each time of consideration of the balance sheets, profit & loss statements and problems concerning with the accounting aspects of the Company so as to explain the auditing of accounts to the shareholders, and must arrange for the Company to submit the report and documents of the Company which the shareholders should have for such meeting of shareholders.

**Definitions of Independent Directors and Qualifications for Directors  
of RCL Public Company Limited**

**Definition of “Independent Director”**

“An Independent Director” is a Director who:

1. holding shares not exceeding one percent of the total number of voting rights of the Company, its subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of appointment;
3. not being a person related by blood or registration under laws, such as parents, spouse, siblings, son and daughter, including son’s and daughter’s spouse of the executive, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
4. not having a business relationship with the company, its subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The definition of Independent Director conforms to the Securities and Exchange Commission’s standard.

**Qualifications for Directors of RCL Public Company Limited**

1. not having prohibited characteristics as prescribed in Section 68 of the Public Limited Company Act
2. may or may not be a shareholder of the Company (in accordance with the Company’s Articles of Association Clause 20)
3. obtaining bachelor’s degree and above ; or lower level but having not less than 10-year practical experience in maritime business or international transport management
4. being a professional with recognized skills, knowledge, expertise and vast experience in transportation industry, international trade, finance and accounting, law or other areas beneficial to organization management ; and being successful as executive in a large organization
5. possessing strong leadership, broad vision ; independent in decision-making, and highly determined to drive the Company to success
6. being ethical and having transparent professional record
7. being able to work devotedly towards maximizing the Company’s interest

**Documents and Evidences for Attending the Shareholders' Meeting (Physical Meeting) and Proxy Appointment**

**1. General Persons**

**Shareholder:** personal ID card, driving license, or government official ID card, state enterprise officer ID card or copy of passport (in case of foreigner)

**In case of proxy:** certified true copy of personal ID card or passport (in case of foreigner) of the shareholder and personal ID card or passport (in case of foreigner) of the proxy together with a proxy form as enclosed with the Invitation Letter, accurately and completely filled in and signed by the shareholder and proxy.

**2. Juristic Persons**

- 2.1. Copy of corporate affidavit certified by authorised director (s)
- 2.2. Certified true copy of personal ID card or passport (in case of foreigner) of the authorised director (s) who signs the proxy form as well as personal ID card or passport (in case of foreigner) of the proxy.
- 2.3. A proxy form as attached to the Notice, accurately and completely filled in and signed by the authorised person (s) as stipulated in the corporate affidavit issued by the Ministry of Commerce with corporate seal (if any) affixed thereto; and signed by proxy.

**Explanation on Proxy Forms**

- 1) For a purpose of flexibility, a shareholder can appoint up to 3 proxies. In case any one of the proxies is not able to attend the meeting, other proxy can do so. However, not all three but only one proxy is authorized to attend the meeting.
- 2) A shareholder must authorize the total number of shares held by such shareholder. He/she cannot authorize less than the total number of shares held.
- 3) Foreign investor who appoints custodian in Thailand can use Proxy Form A. or B. or C. Other shareholders have to use only Proxy Form A. or B.

In the event that shareholders are not able to attend the Meeting, they can appoint other persons or any of the Company's independent directors to be a proxy as the information of independent directors in Enclosure No. 11.

**Procedures for Attending the Shareholders' Meeting via Electronic Media (E-Meeting) and Proxy Appointment**

Shareholders or proxies who wish to attend the Meeting must submit documents proving their identity as specified in Enclosure No. 9 to the Company within April 12<sup>th</sup>, 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a link to attend the Meeting and the user manual to the email you have sent to inform the Company. The link will be sent three days in advance of the Meeting date.

**Requesting to attend the Meeting via electronic media**

Shareholders wishing to attend the Meeting via electronic media (E-Meeting) must notify their intention to attend the meeting by sending information via e-mail or postal as follows:

1. Please fill in the document requesting to attend electronic media (E-Meeting) (Enclosure No. 3) by specify your e-mail address and mobile phone number clearly for registering for the Meeting
2. Attach a copy of proof of identity to confirm the right to attend E-Meeting

**2.1 Shareholders who are individual person**

- If shareholder wishes to attend the meeting in person via electronic media (E-Meeting)
  - Attach a copy of a valid government-issued identification document such as an ID card, government official ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the Meeting on his/her behalf via electronic media (E-Meeting):
  - The Proxy Form attached with the Invitation Letter is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
  - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

**2.2 Shareholders who are juristic persons:**

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the Meeting in person via electronic media (E-Meeting)
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.

- If the proxy is assigned to attend the Meeting instead via electronic media (E-Meeting)
  - The Proxy Form attached with the invitation letter is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of individual persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the Meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the April 12<sup>th</sup>, 2023.



- Email channel: company.secretary@rclgroup.com
- Postal channel: Company Secretary Department  
Panjathani Tower Building, 30<sup>th</sup> Floor, 127/35 Nonsi Road  
(Ratchadapisek Road) Chongnonsi, Yannawa, Bangkok  
10120  
(Documents for attending the 44<sup>th</sup> Annual General Meeting  
of Shareholders for the year 2023)

### **Electronic Meeting Attendance (E-AGM):**

1. Once the shareholders or proxies wish to attend the Meeting and have been fully verified, you will receive an e-mail from the Meeting organizer, a link for attending the meeting, and a system's user manual three days before the meeting date. Please study the manual on how to use the E-Meeting system in details. In case you have not received the email within April 19<sup>th</sup>, 2023, please contact the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers / notebooks / tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:



IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

3. The system will open for meeting 60 minutes before the start of the Meeting. However, the live broadcast will only start at the time of the Meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* Shareholders or proxies can register to attend the Meeting via one channel only  
(Physical or E-Meeting) \*\*\***

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the E-Meeting in person or cannot appoint other proxies to attend the E-Meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure No. 12) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within April 12<sup>th</sup>, 2023 via the following channels:

- By E-mail: [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com)
- By Postal: Company Secretary Department  
Panjathani Tower Building, 30<sup>th</sup> Floor, 127/35 Nonsi Road  
(Ratchadapisek Road) Chongnonsi, Yannawa, Bangkok 10120  
(Documents for attending the 44th Annual General Meeting of Shareholders for the year 2023)

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the Invitation Letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - By Email: [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com)
  - By Postal: Company Secretary Department  
Panjathani Tower Building, 30<sup>th</sup> Floor, 127/35 Nonsi Road  
(Ratchadapisek Road) Chongnonsi, Yannawa, Bangkok 10120  
(Documents for attending the 44th Annual General Meeting of Shareholders for the year 2023)

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-Meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
  - By Email: [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com)
  - By mail: Postal: Company Secretary Department  
Panjathani Tower Building, 30<sup>th</sup> Floor, 127/35 Nonsi Road  
(Ratchadapisek Road) Chongnonsi, Yannawa, Bangkok 10120  
(Documents for attending the 44th Annual General Meeting of Shareholders for the year 2023)
2. Submit advice or questions **during the meeting** to those attending the E-Meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via electronic media (E-Meeting), please contact the Company Secretary for further information Tel 02-296-1075 / 02-296-1093 / 02-296-1395 or E-mail [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com)
2. Regarding the process of attending the meeting and voting via electronic media (E-Meeting), in the case of correct and complete identity verification, please contact OJ International Co., Ltd., Tel 02-079-1811 or email [e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com) which specified in the Email that sends you the system's user manual.

**Information of Independent Directors Proposed for Proxy Appointment**

**1. Mr. Amornsuk Noparumpa**

Age 77 years old

Position in the Company

- Independent Director
- Chairman of Audit Committee
- Nomination & Remuneration and Corporate Governance Committee Member

Interest in any agenda items in this shareholders' meeting:

- Agenda 4 To consider and approve the directors' remuneration criteria

**2. Mr. Viset Choopiban**

Age 77 years old

Position in the Company

- Independent Director
- Audit Committee Member
- Chairman of Nomination & Remuneration and Corporate Governance Committee

Interest in any agenda items in this shareholders' meeting:

- Agenda 4 To consider and approve the directors' remuneration criteria
- Agenda 7 To consider and approve the election of directors to replace those who are retired by rotation

**3. Mrs. Arpavadee Meekun-Iam**

Age 74 years old

Position in the Company

- - Independent Director
- - Audit Committee
- Nomination & Remuneration and Corporate Governance Committee

Interest in any agenda items in this shareholders' meeting:

- Agenda 4 To consider and approve the directors' remuneration criteria

Please send the proxy form together with required documents and evidences to the Company Secretary Department within April 12<sup>th</sup>, 2023.

**Address for Proxy Form submission:**

Company Secretary Department

Panjathani Tower Building, 30<sup>th</sup> Floor, 127/35 Nonsi Road

(Ratchadapisek Road) Chongnonsi, Yannawa, Bangkok 10120

(Documents for attending the 44th Annual General Meeting of Shareholders for the year 2023)

**Proxy Form A: General Proxy Form (Simple Form)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550**

Duty  
Stamp  
Baht 20

Written at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of Regional Container Lines Public Company Limited holding the total amount of \_\_\_\_\_ shares and the number of votes from which I/We am/are entitled to cast is \_\_\_\_\_ votes as described below:

Ordinary shares in the amount of \_\_\_\_\_ shares and the number of votes for which I/We am/are entitled to cast is \_\_\_\_\_ votes.

Preference shares in the amount of \_\_\_\_\_ shares and the number of votes for which I/We am are entitled to cast is \_\_\_\_\_ votes.

(3) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

Only one of the above as my/our proxy to attend and vote on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the shareholders 2023 to be held on April 21<sup>st</sup>, 2023 at 10.30 a.m. at Panjathani Conference Center, Ratchada Room, 2<sup>nd</sup> Floor, 127/2, Panjathani Tower, Nonsi Road, Chongnonsi, Yannawa, Bangkok 10120 or on such other date and at such other place as may be adjourned or changed.

Any action taken by the proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

**Note**

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and shall not split the shares held to more than one proxy.



**Proxy Form B (Specific Details Are Clearly Given)  
According to Regulation of Department of Business Development  
Re: Form of Proxy (No. 5) B.E. 2550**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of Regional Container Lines Public Company Limited holding the total amount of \_\_\_\_\_ shares and the number of votes from which I/We am/are entitled to cast is \_\_\_\_\_ votes as described below:

Ordinary shares in the amount of \_\_\_\_\_ shares and the number of votes for which I/We am/are entitled to cast is \_\_\_\_\_ votes.

Preference shares in the amount of \_\_\_\_\_ shares and the number of votes for which I/We am are entitled to cast is \_\_\_\_\_ votes.

(3) hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

Only one of the above as my/our proxy to attend and vote on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the shareholders to be held on April 21<sup>st</sup>, 2023 at 10.30 a.m. at Panjathani Conference Center, Ratchada Room, 2<sup>nd</sup> Floor, 127/2, Panjathani Tower, Nonsi Road, Chongnonsi, Yannawa, Bangkok 10120 or on such other date and at such other place as may be adjourned or changed.

(1) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda for Adoption**

- **Agenda 1: To adopt the minutes of the 43<sup>rd</sup> Annual General Meeting held on April 22<sup>nd</sup>, 2022**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve    Not Approve    Abstain

**Agenda for Acknowledgement**

**Agenda 2: To acknowledge the report on the Company's operational results for the year 2022**

**Agenda 3: To acknowledge directors' remuneration for the year 2022**

### **Agenda for Approval**

- **Agenda 4: To consider and approve the directors' remuneration criteria**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:  
○ Approve           ○ Not Approve           ○ Abstain
  
- **Agenda 5: To consider and approve the statements of financial position and statements of profit and loss for the year ended December 31<sup>st</sup>, 2022**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:  
○ Approve           ○ Not Approve           ○ Abstain
  
- **Agenda 6: To consider and approve the dividend payment for the year 2022 operational results**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:  
○ Approve           ○ Not Approve           ○ Abstain
  
- **Agenda 7: To consider and approve the election of directors to replace those who are retired by rotation**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Group Appointment  
○ Approve           ○ Not Approve           ○ Abstain
  - Individual Appointment
    - (1) **Mr. Sumate Tanthuwani**  
○ Approve           ○ Not Approve           ○ Abstain
    - (2) **Mr. Twinchok Tanthuwani**  
○ Approve           ○ Not Approve           ○ Abstain
    - (3) **Mr. Viset Choopiban**  
○ Approve           ○ Not Approve           ○ Abstain
  
- **Agenda 8: To consider and approve the appointment of the Company's auditors and the audit fees for the year 2023**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:  
○ Approve           ○ Not Approve           ○ Abstain
  
- **Agenda 9: Other matters (if any)**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:  
○ Approve           ○ Not Approve           ○ Abstain





(5) Proxy voting on any agenda not in accordance with this proxy form is false and not my voting as a shareholder.

(6) In an event where I do Not specify my voting option in any agenda of not clearly specified. or if there is any agenda considered in the meeting other than those specified above. or if there is any change or amendment to any facts. the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

**Note**

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and shall not split the shares held to more than one proxy.
2. For all election of directors, a shareholder can vote either for group appointment or individual appointment.
3. In an event where other agendas than the above are proposed for consideration, the grantor may use the Annex to Proxy Form B attached.

**ANNEX TO PROXY FORM B**

Duty  
Stamp  
Baht 20

Granting of power to a proxy as a shareholder of \_\_\_\_\_ Public Company Limited.

In the Annual General Meeting No \_\_\_\_ on \_\_\_\_\_ at \_\_\_\_\_  
\_\_\_\_\_ or at such other place/ date/ time as may be adjourned thereof.

- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_

  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve     Not Approve     Abstain



- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
  - (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
  - (B) The proxy may consider the matters and vote on my/our behalf as follows:
    - Approve     Not Approve     Abstain

- Agenda No \_\_\_\_\_ Subject: Election of Directors (Continued)

Name of Director \_\_\_\_\_  
 Approve     Not Approve     Abstain

Name of Director \_\_\_\_\_  
 Approve     Not Approve     Abstain

Name of Director \_\_\_\_\_  
 Approve     Not Approve     Abstain

Name of Director \_\_\_\_\_  
 Approve     Not Approve     Abstain

**Proxy Form C**  
**(For foreign shareholders who appoints a local custodian in Thailand.)**  
**Annexed to Notice of Department of Business Development**  
Re: Form of Proxy (No. 5) B.E. 2550

Written at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_  
Office located at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

As a custodian of \_\_\_\_\_ who is shareholder of Regional Container  
Line Public Company Limited  
holding the amount of \_\_\_\_\_ shares and the total number of votes for which  
I/We am/are entitled to cast is \_\_\_\_\_ votes. As described below:

Ordinary shares in the amount of \_\_\_\_\_ shares and the number of votes for  
which I/We am/are entitled to cast is \_\_\_\_\_ votes.

Preference shares in the amount of \_\_\_\_\_ shares and the number of votes for  
which I/We am/are entitled to cast is \_\_\_\_\_ votes.

(2) Hereby appoint

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years,  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Only one of the above as my/our proxy to attend and vote on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the shareholders to be held on April 21<sup>st</sup>, 2023 at 10.30 a.m. at Panjathani Conference Center, Ratchada Room, 2<sup>nd</sup> Floor, 127/2, Panjathani Tower, Nonsi Road, Chongnonsi, Yannawa, Bangkok 10120 or on such other date and at such other place as may be adjourned or changed.

(3) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

- Authorize the total number of shares for which I/We am/are entitled to cast the votes
  - Authorize parts of the total number of shares as follows:
    - ordinary shares \_\_\_\_\_ shares and the number of votes for which I/We am/are entitled to cast is \_\_\_\_\_ votes.
    - Preference shares \_\_\_\_\_ shares and the number of votes for which I/We am/are entitled to cost is \_\_\_\_\_ votes.
- Total votes for which I/We am/are entitled to cast is \_\_\_\_\_ votes



(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda for Adoption**

○ **Agenda 1: To adopt the minutes of the 43<sup>rd</sup> Annual General Meeting held on April 22<sup>nd</sup>, 2022**

○ (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

○ (B) The proxy may consider the matters and vote on my/our behalf as follows:

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

**Agenda for Acknowledgement**

**Agenda 2: To acknowledge the report on the Company's operational results for the year 2022**

**Agenda 3: To acknowledge directors' remuneration for the year 2022**

**Agenda for Approval**

○ **Agenda 4: To consider and approve the directors' remuneration criteria**

○ (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

○ (B) The proxy may consider the matters and vote on my/our behalf as follows:

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

○ **Agenda 5: To consider and approve the statements of financial position and statements of profit and loss for the year ended December 31<sup>st</sup>, 2022**

○ (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

○ (B) The proxy may consider the matters and vote on my/our behalf as follows:

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

○ **Agenda 6: To consider and approve the dividend payment for the year 2022 operational results**

○ (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

○ (B) The proxy may consider the matters and vote on my/our behalf as follows:

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

○ **Agenda 7: To consider and approve the election of directors to replace those who are retired by rotation**

○ (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

○ (B) The proxy may consider the matters and vote on my/our behalf as follows:

○ Group Appointment

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

○ Individual Appointment

(1) Mr. Sumate Tanthuwani

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

(2) Mr. Twinchok Tanthuwani

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

(2) Mr. Viset Choopiban

○ Approve.....votes ○ Not Approve.....votes ○ Abstain.....votes

**Agenda 8: To consider and approve the appointment of the Company’s auditors and the audit fees for the year 2023**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve.....votes
  - Not Approve.....votes
  - Abstain.....votes
  
- **Agenda 9: Other matters (if any)**
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve.....votes
  - Not Approve.....votes
  - Abstain.....votes

(5) Proxy voting on any agenda not in accordance with this proxy form is false and not my voting as a shareholder.

(6) In an event where I do Not specify my voting option in any agenda of not clearly specified. or if there is any agenda considered in the meeting other than those specified above. or if there is any change or amendment to any facts. the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature.....The Grantor  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

Signature..... The Proxy  
(.....)

**Note**

1. The Proxy C. is exclusively for a shareholder whose name in registration book is foreign investor and appoint custodian in Thailand
2. Evidence to be attached to the proxy form comprises:
  - (1) Power of Attorney from a shareholder authorizing a custodial to sigh the Proxy Form
  - (2) Letter certifying that signatory in the Proxy Form is authorized custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and shall not split the shares held to more than one proxy.
4. For the election of directors, a shareholder can vote either for group appointment or individual appointment.
5. In an event where other agendas than the above are proposed for consideration, the grantor may use the Annex to Proxy Form C attached.



## ANNEX TO PROXY FORM C

Granting of power to a proxy as a shareholder of \_\_\_\_\_ Public Company Limited

In the Annual General Meeting No \_\_\_\_\_ on \_\_\_\_\_ at \_\_\_\_\_  
\_\_\_\_\_ or at such other place/ date/ time as may be adjourned thereof.

- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
- Approve.....votes  Not Approve.....votes  Abstain.....votes
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
- Approve.....votes  Not Approve.....votes  Abstain.....votes
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
- Approve.....votes  Not Approve.....votes  Abstain.....votes
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
- Approve.....votes  Not Approve.....votes  Abstain.....votes
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
- Approve.....votes  Not Approve.....votes  Abstain.....votes



- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve.....votes  Not Approve.....votes  Abstain.....votes
  
- Agenda No \_\_\_\_\_ Subject \_\_\_\_\_
- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve.....votes  Not Approve.....votes  Abstain.....votes
  
- Agenda No \_\_\_\_\_ Subject: Election of Directors (Continued)
  - Name of Director \_\_\_\_\_
    - Approve.....votes  Not Approve.....votes  Abstain.....votes
  - Name of Director \_\_\_\_\_
    - Approve.....votes  Not Approve.....votes  Abstain.....votes
  - Name of Director \_\_\_\_\_
    - Approve.....votes  Not Approve.....votes  Abstain.....votes
  - Name of Director \_\_\_\_\_
    - Approve.....votes  Not Approve.....votes  Abstain.....votes





**Acceptance for the Invitation of Online Meeting  
of Regional Container Lines Public Company Limited**

Date.....Month.....Year.....

- (1) I/We,.....ID Card/Passport Number.....  
Nationality.....Residing at No.....Road.....  
Sub-District..... District.....  
Province.....Postal Code.....
- (2) Being a shareholder of Regional Container Lines Public  
Holding the total amount of .....shares

I would like to participate the E-Meeting for the 44<sup>th</sup> Annual General Meeting of Shareholders 2023 to be held on April 21<sup>st</sup>, 2023.

- Self-Attending  
 Proxy to..... attend the Meeting.

(3) Please send the Link to join the meeting by below email

E-Mail.....(Please fil in the blank.)

Mobile Number.....(Please fil in the blank.)

(4) Please submit the required documents per an “Enclosure No. 10 Procedures for Attending the Shareholders’ Meeting via Electronic Media (E-Meeting) and Proxy Appointment” by 12 April 2023.

(5) Once you have been verified, the Company will send the Link for joining the Meeting via email.

(6) Please prepare your Account Number and your Identification Card Number for log in the Meeting.

Signed..... Shareholder

(.....)



**Requisition Form for Printed Copy of the Form 56-1 One Report 2022**

Dear Shareholders,

I/We \_\_\_\_\_

wish to receive a printed Form 56-1 One Report 2022, please send the Form to the following address:

Address \_\_\_\_\_

\_\_\_\_\_

Telephone \_\_\_\_\_

Please specify by filling in name, address, and preferred language of the 56-1 One Report 2022 and send the completed of this form to email [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com). The Company will further arrange and send the Form to you respectively.

Language (Please mark your choice)

Thai Version

English Version

Signed \_\_\_\_\_  
( \_\_\_\_\_ )

**Privacy Notice for the Shareholders' Meeting (Privacy Notice)**

**For the 44<sup>th</sup> Annual General Meeting of Shareholders 2023 via Hybrid Meeting  
of Regional Container Lines Public Company Limited**

Since Regional Container Lines Public Company Limited (“the Company”), as the data controller under the Personal Data Protection Act, B.E. 2562, has announced its Personal Data Protection Policy on June 1<sup>st</sup>, 2022 (All the details can be found on the Company’s website at <https://www.rclgroup.com/ABTPrivacyPolicy>). For this Annual General Meeting, the Company would like to inform on the Personal Data Protection Policy in brief as follows:

1. **Personal Data:** The Company needs to collect the following personal information for the purpose of arranging attendance at the Annual General Meeting:
  - 1.1 General Personal Data: Name, Age, Address, Telephone number, Identity card number, Bank account details, E-mail address, Fax number, Shareholder’s registration number, Photographs and Video recording.
2. **Objectives, Legal Basis, and Data Processing:** The Company will process all personal data in accordance with the objectives and legal basis as follows:
  - 2.1 Legal basis  
The Company will collect and use shareholders’ data specified in items 1.1 for the purpose of calling, arranging and conducting the Annual General Meeting, including identify verification, sending any related documents, and carrying out any action pursuant to the Annual General Meeting resolutions and/or to comply with the related laws or orders issued by the relevant authorities under the Public Limited Companies Act, B.E. 2535 (1992).
3. **Sources of Personal Data:** The Company will collect personal data directly from shareholders and from Thailand Securities Depository Co., Ltd., which is the Company’s registrar.
4. **Personal Data Storage:** The Company expects to keep shareholders’ personal data for the appropriate period when using such data in accordance with the above objective. However, the Company shall clearly designate the retention period classified by each type of data. After these periods elapse, the Company will either destroy or anonymize your data.
5. **Rights of Data Owners:** As a data owner, shareholders have right to receive a copy of personal data, the right to correct any mistakes in such data, the right to have shareholders’ data erased and the right to withhold consent for the data to be used for any other purpose than the abovementioned Annual General Meeting. If shareholders would like to exercise any of these rights, please contact the Company at
  - 1) Email: [company.secretary@rclgroup.com](mailto:company.secretary@rclgroup.com) or
  - 2) By post to the Company Secretary department at the address  
30<sup>th</sup> Floor, Panjathani Tower Building  
127/35 Nonsi Road (Ratchadapisek Road)  
Chongnonsi, Yannawa, Bangkok 10120

Within April 24<sup>th</sup>, 2023. The Company will consider shareholders’ request and contact them as soon as reasonably possible.









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

เลขทะเบียน 0107536000021  
ชั้น 30 อาคารปัญจธานีทาวเวอร์  
127/35 ถนน นนทบุรี (ถนนรัชดาภิเษก) แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ 10120

Registration No. 0107536000021  
30<sup>th</sup> Floor, Panjathani Tower Building  
127/35 Nonsi Rd., (Ratchadapisek Rd.) Chongnonsi, Yannawa, Bangkok 10120, Thailand  
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