

RCL

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



รายงานประจำปี 2562
ANNUAL REPORT

2019

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ข้อมูลจำเพาะของบริษัท

ชื่อ

บริษัท อาร์ ซี แอล จำกัด (มหาชน)

ที่อยู่

ชั้น 30 อาคารปัญญาธานีทาวเวอร์
127/35 ถนนรัชดาภิเษก แขวงช่องนนทรี
เขตยานนาวา กรุงเทพฯ 10120
ประเทศไทย

โทรศัพท์ 0 2296 1096

โทรสาร 0 2296 1098



ประเภทธุรกิจ

บริการขนส่งตู้คอนเทนเนอร์ทางทะเลแบบฟีดเดอร์
และการค้าระหว่างประเทศภายในภูมิภาคเอเชีย

จัดตั้ง

25 มิถุนายน 2523

จดทะเบียนในตลาดหลักทรัพย์

9 ธันวาคม 2531

เป็นบริษัทมหาชน

11 มกราคม 2536

เลขทะเบียน

0107536000021

ธนาคาร

บมจ. ธนาคารกรุงเทพ

ธนาคารซีทีแบงก์

ธนาคารเพื่อการส่งออกและนำเข้าแห่งประเทศไทย

บมจ. ธนาคารกรุงไทย

บมจ. ธนาคารสแตนดาร์ดชาร์เตอร์ด (ไทย)

บมจ. ธนาคารยูโอบี

ผู้สอบบัญชี

สำนักงาน เอ.เอ็ม.ที. แอสโซซิเอท

491/27 อาคารสีลม พลาซ่า ถนนสีลม

บางรัก กรุงเทพฯ 10500

นายทะเบียนหุ้น

หุ้นสามัญ

บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
ตลาดหลักทรัพย์แห่งประเทศไทย

93 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง

กรุงเทพฯ 10400

โทรศัพท์ 0 2009 9999

โทรสาร 0 2009 9991

ทุนจดทะเบียน

828,750,000 หุ้น ราคาหุ้นละ 1.00 บาท

มูลค่ารวม 828,750,000 บาท

Corporate Profile

Name

Regional Container Lines Public Company Limited

Address

30th Floor Panjathani Tower Building,
127/35 Ratchadapisek Road, Chongnonsi,
Yannawa, Bangkok 10120, Thailand
TEL: 66 2296 1096

FAX: 66 2296 1098

Website: <http://www.rclgroup.com>



Type Of Business

Container Feeder Services and Regional
Trade in Asia Region

Incorporated

June 25, 1980

Set Listing

December 9, 1988

Registered As A Public Company

January 11, 1993

Registration No.

0107536000021

Bankers

Bangkok Bank Plc.,

Citibank AG.,

Export-Import Bank of Thailand,

Krung Thai Bank Plc.,

Standard Chartered Bank (Thai) Plc.

United Overseas Bank (Thai) Plc.

Auditors

A.M.T. & Associates

491/27 Silom Plaza, Silom Road, Bangruk

Bangkok 10500

Registrars

Ordinary Shares

Thailand Securities Depository Company Limited

The Stock Exchange of Thailand Building

93 Ratchadapisek Road, Dindaeng Sub-District,

Dindaeng District, Bangkok 10400

TEL: 66 2009 9999

FAX: 66 2009 9991

Registered Capital

828,750,000 shares par Baht 1.00 each,

amounting Baht 828,750,000

Message from Chairman



Dear Valued Shareholders,

Although the 2019 RCL's overall result was disappointing, its operating performance improved slightly from that of 2018, amid slow-down in global economies and trade as well as volatile geo-politics.

In 2019, RCL achieved some growth in its liftings both COC and SOC. The total revenue declined by 4% while the overall RPT reduced by 3%, which was mainly responsible for the company's lower than expected results.

Because of stringent measures that had been adopted, RCL managed to control its costs, especially the variable cost to a satisfactory level while capping other costs, particularly the bunker cost. This is the area we are concentrating on, to achieve better results.

Several initiatives were undertaken in 2019. On the environment front, RCL planned to install scrubbers on some of its ships to satisfy the IMO low sulphur emission regulations. In 2019, four ships in our fleet were fitted with such scrubbers while some more ships will be fitted in 2020. We also rationalized our fleet: in 2019 two ships over 20 years of service were retired and two more planned for 2020.

During the course of the year, we also went through some re-organization changes such as the establishment of central procurement department and the realignment of trade departments. These activities should lead to either more agile organization to serve customers better or to produce some cost saving in the process.

Year 2020 is expected to face new challenges over and above the existing. Therefore the company will continue with its cost saving efforts, such as the use of robotics in the repetitive operation. Use of Business Intelligence system should also help in decision making on cost cutting.

For the year 2020, RCL will be in a continuous process of improving its customer service to ensure its higher reliability and service quality. New products will be introduced to satisfy customer needs with innovative approaches.

Lastly, on this occasion, I would like to thank our valued customers for their continuing patronage, to our understanding shareholders for their full support and encouragement throughout this prolong cycle. My thanks also go to the RCL management and staff who have relentlessly spent their efforts in work throughout the year.

Thank you.

A handwritten signature in black ink, appearing to read 'J. Atikul', written in a cursive style.

Dr. Jamlong Atikul
Chairman

จุดเด่นทางการเงิน Financial Highlights

เฉพาะบริษัท / Company ('000 บาท/Baht)		2562 2019	เปลี่ยนแปลง (ร้อยละ) % Change	2561 2018	เปลี่ยนแปลง (ร้อยละ) % Change	2560 2017
สินทรัพย์ถาวร	Fixed Assets	5,790,775	10	5,265,328	31	4,024,565
สินทรัพย์รวม	Total Assets	12,691,569	(10)	14,102,370	17	12,051,873
หนี้สินรวม	Total Liabilities	6,434,043	9	7,105,178	(54)	4,612,802
ส่วนของผู้ถือหุ้น	Shareholders' Equities	6,257,526	(11)	6,997,192	(6)	7,439,071
รายได้จากการเดินเรือ	Freight Income	1,215,794	20	1,016,881	22	834,523
รายได้รวม	Total Income	1,266,986	9	1,160,692	29	902,727
กำไรขั้นต้น (จากการเดินเรือ)	Gross Profit (from freight income)	301,145	812	33,019	124	(139,330)
กำไร/(ขาดทุน) สุทธิส่วนที่เป็นของ ผู้ถือหุ้นบริษัทใหญ่	Net Profit/(Loss) attributable to equity holders of the parent	(311,111)	(2)	(305,459)	32	(446,127)
กำไรต่อหุ้น(บาท)	Earnings Per Share (Baht)	(0.38)	(2)	(0.37)	32	(0.54)
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น	Debt to Equity Ratio	1.03		1.02		0.62
อัตราส่วนกำไรสุทธิต่อส่วนของผู้ถือหุ้น	Net Profit to Shareholders'Equity	-4.97%		-4.37%		-6.00%
อัตราส่วนกำไรสุทธิต่อรายได้รวม	Net Profit Margin	-24.56%		-26.32%		-49.42%
ราคาตามบัญชีต่อหุ้น (บาท)	Book Value Per Share (Baht)	7.55		8.44		8.98

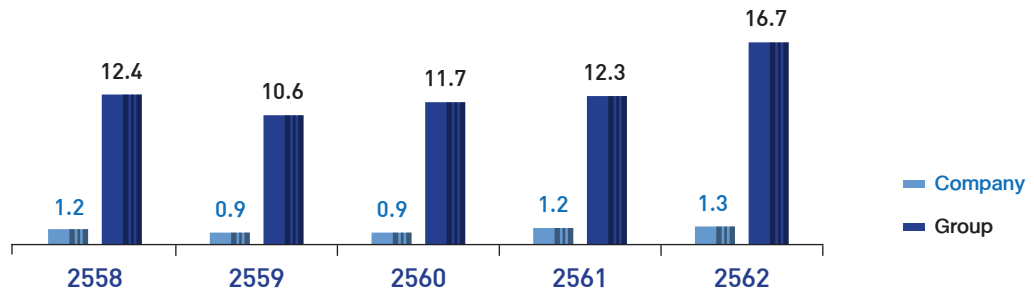
Note : Financial Year 2018 Freight Income and Total Income restated with TFRS 15 Revenue From Contracts With Customers.

กลุ่มบริษัท/Group ('000 บาท/Baht)		2562 2019	เปลี่ยนแปลง (ร้อยละ) % Change	2561 2018	เปลี่ยนแปลง (ร้อยละ) % Change	2560 2017
สินทรัพย์ถาวร	Fixed Assets	12,751,518	(4)	13,257,560	8	12,258,956
สินทรัพย์รวม	Total Assets	17,037,585	(7)	18,296,090	5	17,409,567
หนี้สินรวม	Total Liabilities	9,632,216	3	9,887,666	(17)	8,486,297
ส่วนของผู้ถือหุ้น	Shareholders' Equities	7,405,369	(12)	8,408,425	(6)	8,923,270
รายได้จากการเดินเรือ	Freight Income	16,531,035	(4)	17,181,027	53	11,252,389
รายได้รวม	Total Income	16,709,378	(4)	17,480,784	49	11,713,824
กำไรขั้นต้น (จากการเดินเรือ)	Gross Profit (from freight income)	576,121	23	468,207	(56)	1,074,282
กำไร/(ขาดทุน) สุทธิส่วนที่เป็นของ ผู้ถือหุ้นบริษัทใหญ่	Net Profit/(Loss) attributable to equity holders of the parent	(491,747)	(37)	(357,742)	(167)	533,258
กำไรต่อหุ้น(บาท)	Earnings Per Share (Baht)	(0.59)	(37)	(0.43)	(167)	0.64
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น	Debt to Equity Ratio	1.30		1.18		0.95
อัตราส่วนกำไรสุทธิต่อส่วนของผู้ถือหุ้น	Net Profit to Shareholders'Equity	-6.64%		-4.25%		5.98%
อัตราส่วนกำไรสุทธิต่อรายได้รวม	Net Profit Margin	-2.94%		-2.05%		4.55%
ราคาตามบัญชีต่อหุ้น (บาท)	Book Value Per Share (Baht)	8.94		10.15		10.77

Note : Financial Year 2018 Freight Income and Total Income restated with TFRS 15 Revenue From Contracts With Customers.

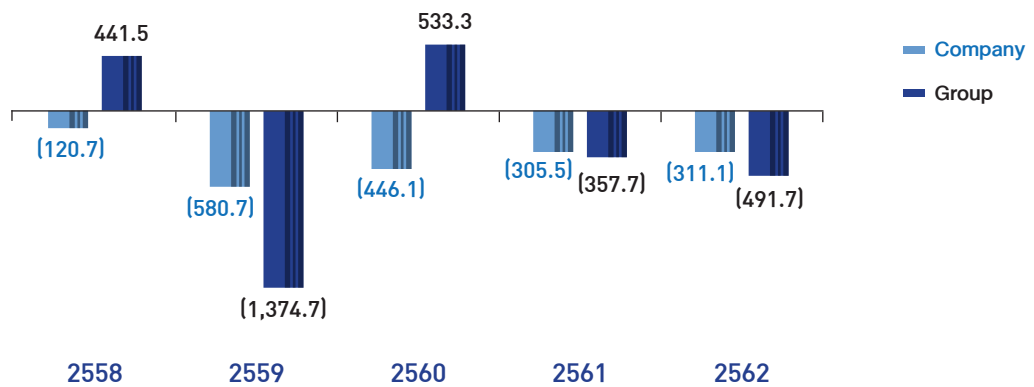
Total Revenues

(BILLION BAHT)



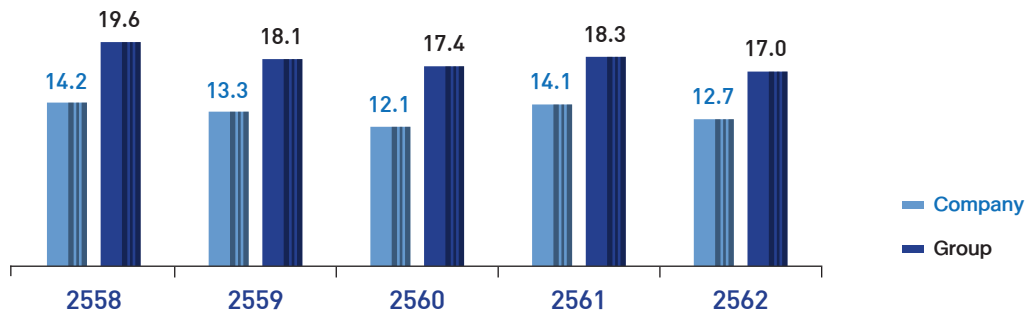
Net Profit

(MILLION BAHT)



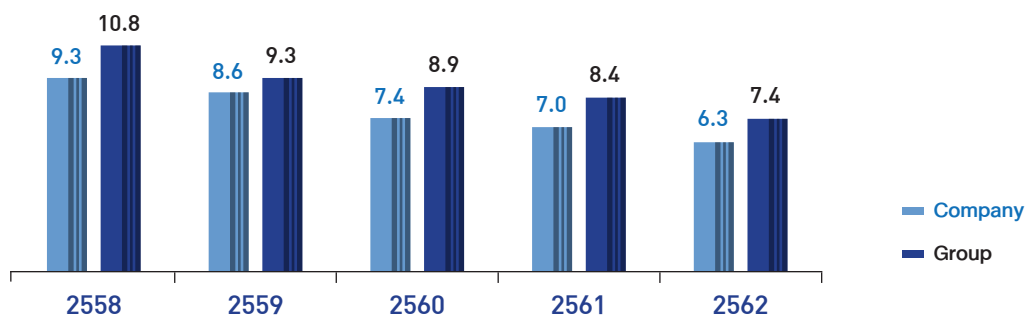
Total Assets

(ON BAHT)

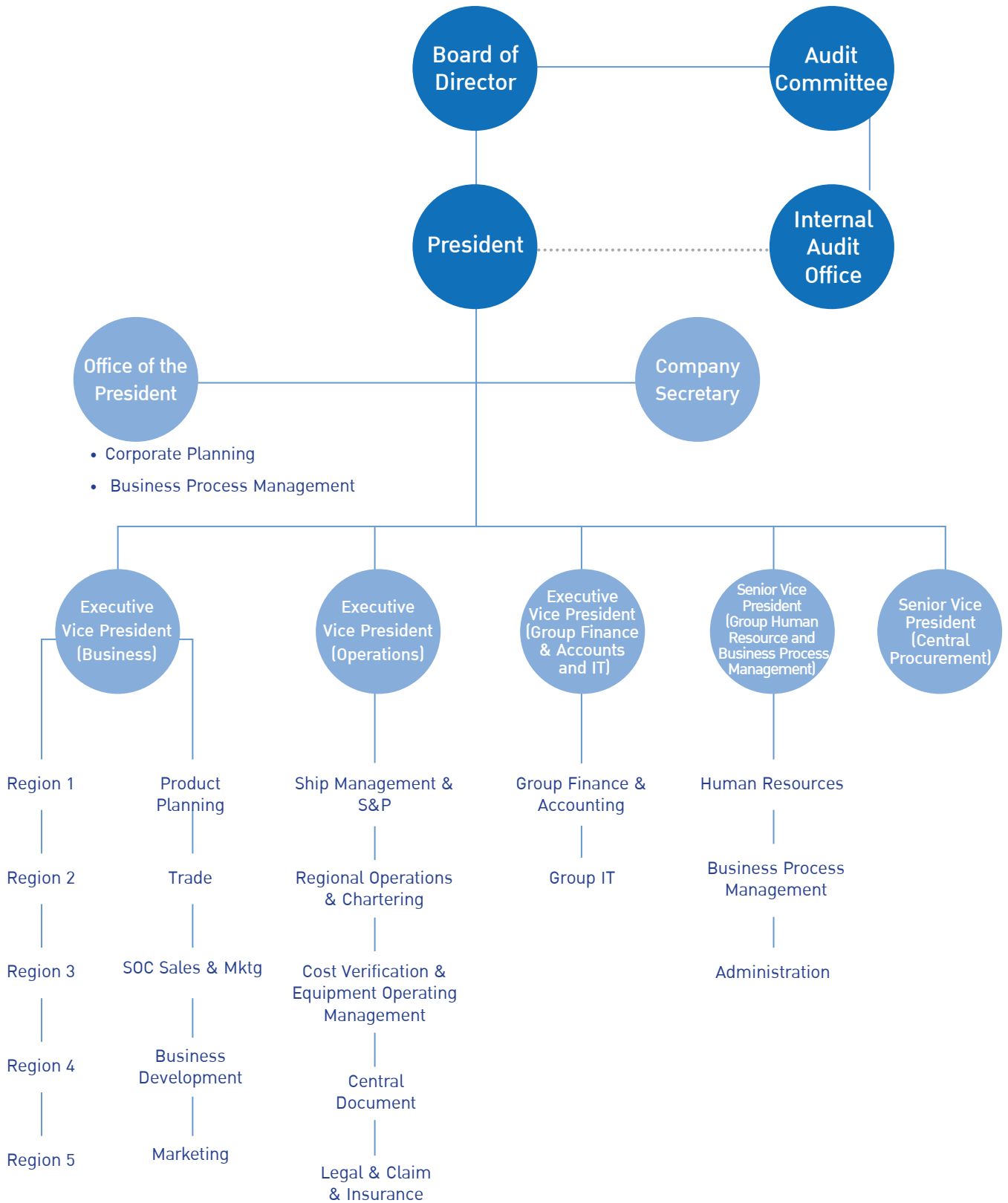


Shareholders' Equity

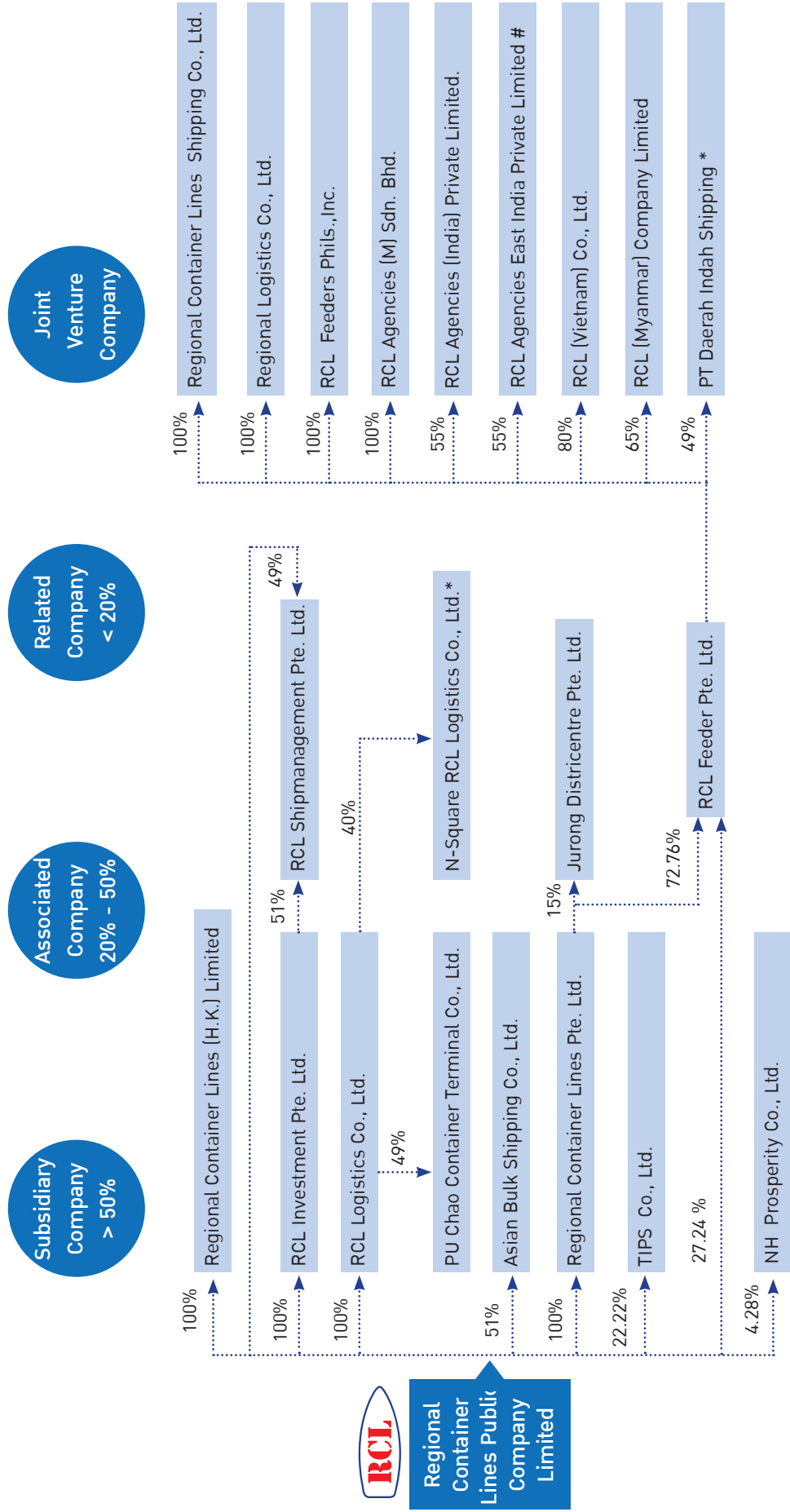
(BILLION BAHT)



GROUP ORGANIZATION STRUCTURE



RCL GROUP STRUCTURE 2019



RCL Agencies East India Private Limited - joint venture company incorporated on 14 February 2019.

* N-Square RCL Logistics Co., Ltd. - incorporated on 20 August 2019.

* PT Daerah Indah Shipping - liquidated on 20 August 2019.

BOARD OF DIRECTORS



Dr. Jamlong Atikul
Chairman
Directorship since 2006

Education

- Ph.D. (City & Regional Planning), Cornell University, USA
- M.Com. (Economics), University of Auckland, New Zealand
- B.C.A. (Economics), Victoria University of Wellington, New Zealand
- IT Security Trend Update
- IT Governance and Cyber Resilience

Training

- Director Accreditation Program #55/2006, Thai Institute of Directors Association
- Director Certification Program #77/2006, Thai Institute of Directors Association
- Role of the Chairman Program #26/2011, Thai Institute of Directors Association

Experience

- President, Bank of Ayudhya Public Company Limited
- Executive Director, The Thai Bankers' Association
- Director, Siam City Cement Public Company Limited
- Director, Member of the Audit Committee, Council of National Institute of Development Administration
- Director, Executive Director and Chairman of Risk Management Committee, Krungthai Bank Public Company Limited
- Director & Chairman of Executive Committee, Krungthai AXA Life Insurance Co., Ltd.
- Audit Committee member, Assumption University
- Member of Monetary Policy Committee, Bank of Thailand

Other Positions currently held

- Independent Director, Audit Committee Member and Chairman of Nomination and Remuneration Committee, Bank of Ayudhya Public Company Limited
- Independent Director and Chairman, Allianz Ayudhya Capital Public Company Limited

Shares held

As of December 31, 2019 : -



Mr. Sumate Tanthuanit
Director & Managing Director
Directorship since 1980

Education

- Honorary Doctorate in Logistics Management, Chulalongkorn University
- Ph.D. in Business Administration (Honorary), Mae Fah Luang University
- Master in Management Engineering, Asian Institute of Technology
- Bachelor of Engineering (Hons), Chulalongkorn University
- Diploma, National Defence College

Training

- Director Certification Program #33/2003, Thai Institute of Directors Association

Other positions currently held

- President, Ngow Hock Group
- Executive Director, RCL Group
- Honorary Chairman, Thai Shipowners' Association
- Executive Director, Board of Trade of Thailand

Shares held

As of December 31, 2019: 60,955,950 shares

BOARD OF DIRECTORS



Mr. Hartwig Schulze-Eckardt

Director
(Executive Director)
Directorship since 2004

Education

- Business Administration, Kiel College, Germany

Training

- Director Accreditation Program # 57/2006,
Thai Institute of Directors Association

Experience

- Consultant to RCL Group
- Managing Director, Leschaco Pte Ltd., Singapore
- V.P., Hoechst A.G., Germany
- 21 years with Hapag - Lloyd

Shares held

As of December 31, 2019 : -



Mr. Kua Hock Eng

Director
(Executive Director)
Directorship since 2003

Education

- B.A., English Language & Literature, Nanjing University, China
- Diploma in Management of Executive Development, the Chinese University of Hong Kong, Hong Kong

Training

- Director Accreditation Program # 57/2006,
Thai Institute of Directors Association

Experience

- Senior Vice President, North Asia Business / Research & Development, RCL Group
- Executive Director, Regional Container Lines Public Company Limited
- Fellow Member of The Hong Kong Institute of Directors

Other positions currently held

- Executive Director, Regional Container Lines (H.K.) Limited (Subsidiary company)
- Chairman, Regional Container Lines Shipping Co., Ltd. (Subsidiary company)
- Chairman, Regional Logistics Co., Ltd. (Subsidiary company)
- Executive Director of Hong Kong Sea Transport and Logistics Association

Shares held

As of December 31, 2019 : -

BOARD OF DIRECTORS



Mr. Sutep Tranantasin

Director
(Executive Director)
Directorship since 2014

Education

- Bachelor Degree, Master Marine, Merchant Marine Training Center, Thailand

Training

- Certificate of Competency "Master Mariner", Harbour Department, Ministry of Transportation and Communication

Experience

- Senior Vice President (Group Operations), Regional Container Lines Public Company Limited

Other positions currently held

- Executive Vice President (Operations), Regional Container Lines Public Company Limited
- The Chairman of Thai Committee of Class NK (Nippon Kaiji Kyokai)
- The Chairman of Merchant Marine Training Centre Alumni Association

Shares held

As of December 31, 2019 : -



Mr. Amornsuk Noparumpa

Independent Director / Chairman of the Audit Committee / Nomination & Remuneration and Corporate Governance Committee Member
Directorship since 1998

Education

- Barrister-at-Law, Lincoln's Inn, London
- Barrister-at-Law, Council of Legal Education, Thailand
- Bachelor of Law (Hons), Thammasat University
- Diploma, the National Defence College of Thailand #399

Training

- Director Certification Program # 30/2003, Thai Institute of Directors Association
- Audit Committee Program # 23/2008, Thai Institute of Directors Association
- Role of Compensation Committee Program #9/2009, Thai Institute of Directors Association
- Role of the Chairman Program #36/2015, Thai Institute of Directors Association
- Curriculum in Securities Psychology, Class 31
- Curriculum in Advanced Management, Class 7

Experience

- Chairman of Audit Committee and Chairman of Nomination, Remuneration and Good Corporate Governance Committee, L.P.N. Development Public Company Limited
- Deputy Director-General, Legal Execution Department, Ministry of Justice
- Director-General, Department of Probation, Ministry of Justice
- Director, Audit Committee, Executive Director and Nomination, Remuneration and Human Resource Development Committee and Advisor to the Executive Committee, Thai Airways International Public Company Limited
- Chairman of Board of Directors, Siam Realty and Services Co., Ltd.
- Chairman of Board of Directors, Ayudhya Securities Public Company Limited
- Senior Executive Vice President, Bank of Ayudhya Public Company Limited
- Chairman of the Board, Ayudhya Securities Public Company Limited

Other positions currently held

- Independent Director and Chairman of the Board, L.P.N. Development Public Company Limited
- Independent Director, Energy Absolute Public Company Limited

Shares held

As of December 31, 2019 : -

BOARD OF DIRECTORS



Mr. Viset Choopiban

Independent Director / Audit Committee Member / Chairman of the Nomination & Remuneration and Corporate Governance Committee / Directorship since 2008

Education

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

Training

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

Experience

- Independent Director and Chairman of the Board of Directors, Gulf Energy Development Company Limited
- Director, CUEL Company Limited
- Minister to the Ministry of Energy
- President, PTT Public Company Limited
- Chairman of the Board of Directors, PTT Exploration and Production Public Company Limited
- Governor, Petroleum Authority of Thailand

Other positions currently held

- Member of PTIT Foundation Board & Council of Trustees, The Petroleum Institute of Thailand
- Independent Director and Chairman of the Board of Directors, Gulf Energy Development Public Company Limited
- Chairman of the Board of Directors, Gulf JP Company Limited
- Director, TIPS Co., Ltd.

Shares held

As of December 31, 2019 : -



Mrs. Arpavadee Meekun-lam

Independent Director / Audit Committee Member / Nomination & Remuneration and Corporate Governance Committee Member Directorship since 2013

Education

- Master Degree in Accounting, St. Louis University, USA
- Bachelor Degree in Accounting, Faculty of Commerce and Accountancy, Chulalongkorn University

Training

- Directors Accreditation Program #118/2015, Thai Institute of Directors Association
- Advanced Audit Committee Program # 19/2015, Thai Institute of Directors Association
- Director Certification Program # 209/2015, Thai Institute of Directors Association

Experiences

- First Executive Vice President, Bank of Ayudhaya Public Company Limited (In charge of International Trade Dept.)
- Senior Vice President, Bank of Asia Public Company Limited (Marketing & Credit Group)
- Director, National Finance and Securities Company Limited
- Senior Vice President, Siam Commercial Bank Public Company Limited (International Trade Finance)

Other positions currently held

- Director, ITBC Business Consultant Group Co., Ltd.

Shares held

As of December 31, 2019 : -

BOARD OF DIRECTORS



Mr. Charlie Chu

Director
(Executive Director)
Directorship since 2018

Education

- MBA, Rutgers University, New Jersey, USA
- Bachelor in Engineering, National Cheng Kung University, Taiwan

Training

- Directors Certification Program #284/2019, Thai Institute of Directors Association
- The Logistic Executive Program at Ohio State University, USA 2005
- The TMW Supply Chain Development at Cranfield School of Management, London 2004
- The Strategic Role of Management at CEIBS, Shanghai 2000

Experience

- Vice President (China Region), RCL Group
- Senior Vice President (Business), RCL Group
- Executive Vice President (Business), RCL Group
- Other positions currently held
- Chairman, RCL Feeders Phils., Inc. (Subsidiary company)
- Chairman, RCL (Vietnam) Co., Ltd. (Subsidiary company)
- Chairman, RCL Agencies (India) Private Limited (Joint Venture company)
- Director, RCL Agencies (M) Sdn. Bhd. (Subsidiary company)
- Director, Jurong Districentre Pte. Ltd. (Related company)
- Executive Director, RCL Feeder Pte. Ltd. (Subsidiary company)

Shares held

As of December 31, 2019 : -

GROUP MANAGEMENT COMMITTEE



Mr. Sumate Tanthuanit
President



Mr. Kua Hock Eng
Executive Director



Mr. Hartwig Schulze-Eckardt
Executive Director



Mr. Sutep Tranantasin
Director & Executive Vice President
(Operations)



Mr. Charlie Chu
Director & Executive Vice President
(Business)



Ms. Nadrudee Rungruengphon
Executive Vice President
(Group Finance & Accounts and IT)



Mrs. Suporn Amnuaypan
Senior Vice President
(Group Human Resources and
Business Process Management)



Mr. Twinchok Tanthuanit
Senior Vice President
(Chief of Regions, Operations and
Business Development)



Mr. Chatgamol Phitaksuteephong
Vice President
(Group Information Technology)

Group Management Profile

Name / Position	Age	Education	Share holding (%)	Relation with Other Management	Work Experience		
					Year	Position	Company / Type of Business
Dr. Jamlong Atikul Chairman (Authorized Director)	72	<ul style="list-style-type: none"> Ph.D (City & Regional Planning), Cornell University, USA Master of Commerce (Economics) University of Auckland, New Zealand B.C.A. Economics), Victoria University of Wellington, New Zealand IT Security Trend Update IT Governance and Cyber Resilience Attended Director Accreditation Program Course (IOD) Attended Director Certification Program Course (IOD) Attended Role of the Chairman Course 	-	Nil	2006 - 2013	Director & Nomination and Remuneration Committee	Regional Container Lines Pcl. / Maritime Transportation
					2013 - Present	Chairman	
Mr. Sumate Tanthuanit Managing Director (Authorized Director)	74	<ul style="list-style-type: none"> Honorary Doctorate in Logistics Management, Her Royal Highness Princess Maha Chakri Sirindhorn Ph.D. in Business Administration (Honorary), Mae Fah Luang University, Thailand Attended Director Certification Program Course (IOD) 	7.36	Father of Mr. Twinchok Tanthuanit	1980 - Present	Managing Director	Regional Container Lines Pcl. / Maritime Transportation
Mr. Hartwig Schulze-Eckardt Executive Director	79	<ul style="list-style-type: none"> Bachelor of Business Administration, Kiel College, Germany Attended Director Accreditation Program Course (IOD) 	-	Nil	2004 - Present	Executive Director	RCL Group / Maritime Transportation
Mr. Kua Hock Eng Executive Director	80	<ul style="list-style-type: none"> B.A., English Language & Literature, Nanjing University, China Attended Director Accreditation Program Course (IOD) 	-	Nil	2003 - Apr 2010	Executive Director	RCL Group / Maritime Transportation Executive Director
					May 2010 - Mar 2011	Advisor to Board of Directors	
					Apr 2011 - Present	Executive Director	
Mr. Sutep Tranantasin Director & Executive Vice President (Operations) (Authorized Director)	67	<ul style="list-style-type: none"> Bachelor Degree, Master Marine, Merchant Marine Training Center, Thailand Certificate of Competency "Master Mariner", Harbour Department, Ministry of Transportation and Communication 	-	Nil	2003 - Aug 2014	Executive Vice President (Operations)	RCL Group / Maritime Transportation
					Aug 2014 - Present	Director & Executive Vice President (Operations)	
Mr. Charlie Chu Director & Executive Vice President (Business)	62	<ul style="list-style-type: none"> MBA, Rutgers University, New Jersey, USA. Bachelor in Engineering, National Cheng Kung University, Taiwan Attended Directors Certification Program (IOD) 	-	Nil	Sep 2008 - Jun 2011	Vice President (China Region)	RCL Group / Maritime Transportation
					Jul 2011 - Jul 2012	Senior Vice President (Business)	
					Aug 2012 - Mar 2018	Executive Vice President (Business)	
					Apr 2018 - Present	Director & Executive Vice President (Business)	

Name / Position	Age	Education	Share holding (%)	Relation with Other Management	Work Experience		
					Year	Position	Company / Type of Business
Ms. Nadrudee Rungruengphon Executive Vice President (Group Finance & Accounts and IT)	56	<ul style="list-style-type: none"> Master in Accounting, Thammasat University Bachelor in Accounting (1st Class Hons), Thammasat University Bachelor of Law (2nd Class Hons), Thammasat University Attended Seminar Smart Disclosure Program (SDP) Attended Seminar How Blockchain influence the business operations Attended Seminar "new TFRS 16" Seminar Draft of Conceptual Frame work for Revised Financial Reporting Standard 	-	Nil	Sep 2015 - Jun 2017 July 2017 - Present	Senior Vice President (Group Finance & Accounts) Executive Vice President (Group Finance & Accounts and IT)	Regional Container Lines Pcl. / Maritime Transportation
Mrs. Suporn Amnuaypan Senior Vice President (Group Human Resource and Business Process Management)	56	<ul style="list-style-type: none"> MBA, Ramkhamhaeng University Bachelor Degree in Finance and Banking, Ramkhamhaeng University Attended Director Accreditation Program Course (IOD) Attended Company Secretary Program (IOD) Attended Company Reporting Program (IOD) Attended Board Reporting Program (IOD) Diploma, National Defence College Attended Advanced Security Management Program Attended Seminar Smart Disclosure Program (SDP) 	-	Nil	Jun 2015 - Present Dec 2016 - Present	Senior Vice President (Group Human Resources and Business Process Management) Company Secretary	Regional Container Lines Pcl. / Maritime Transportation
Mr. Twinchok Tanthuanit Senior Vice President (Chief of Regions, Operations and Business Development)	38	<ul style="list-style-type: none"> Master of Science in Biomedical Engineering Fachhochschule Aachen Julich, Germany Bachelor of Engineering in Electrical Engineering Fachhochschule Aachen Julich, Germany 	0.33	Son of Mr. Sumate Tanthuanit	Jun 2015 - Nov. 2018 Dec. 2018 - Jul.2019 Aug. 2019 - Present	General Manager, Marketing Senior Vice President (Chief of Regions and Business Development) Senior Vice President (Chief of Regions, Operations and Business Development)	Regional Container Lines Pcl. / Maritime Transportation
Mr. Chatgamol Phitaksuteephong Vice President (Group Information Technology)	46	<ul style="list-style-type: none"> Master of Science Assumption University 	-	Nil	2011 - Jun 2017 Jul 2017 - Present	General Manager (IT) Vice President (Group Information Technology)	Regional Container Lines Pcl. / Maritime Transportation

Note: Shareholding percentage is the percentage as at 31st December 2019.

Directors in Subsidiaries, Associated, Related, and Joint Venture Companies

Company Name	Directors									Executives			
	Jamlong Atikul	Sumate Tanhuwanit	Hartwig Schulze Eckardt	Kua Hock Eng	Sutep Tranantasin	Amornsuk Noparumpa	Viset Chooipiban	Arpavadee Meekun-lam	Charlie Chu	Nadrudee Rungruengphon	Suporn Amnuaypan	Twinchok Tanhuwanit	Chatgamol Phitaksuteepong
Regional Container Lines Public Company Limited	X	//	//	//	//	/	/	/	//	-	-	-	-
Subsidiary Companies													
1. RCL Investment Pte. Ltd.	-	//	-	-	-	-	-	-	-	-	-	/	-
2. Regional Container Lines Pte. Ltd.	-	//	-	-	//	-	-	-	-	-	-	/	-
3. RCL Shipmanagement Pte. Ltd.	-	//	-	-	//	-	-	-	-	-	-	/	-
4. RCL Feeder Pte. Ltd.	-	-	-	-	-	-	-	-	//	-	-	/	-
5. Regional Container Lines (H.K.) Limited	-	//	-	/	-	-	-	-	-	-	-	/	-
6. Asian Bulk Shipping Co., Ltd.	-	/	-	-	/	-	-	-	-	-	-	-	-
7. Regional Container Lines Shipping Co., Ltd.	-	/	-	X	/	-	-	-	-	-	-	/	-
8. RCL Logistics Co., Ltd.	-	/	-	-	/	-	-	-	-	/	-	/	-
9. RCL Agencies (M) Sdn. Bhd.	-	/	-	-	-	-	-	-	/	-	-	-	-
10. RCL Feeders Phils., Inc.	-	-	-	-	-	-	-	-	X	-	-	/	-
11. RCL (Vietnam) Co., Ltd.	-	-	-	-	-	-	-	-	X	/	-	/	-
12. Regional Logistics Co., Ltd.	-	-	-	X	/	-	-	-	-	-	-	/	-
13. RCL (Myanmar) Company Limited	-	-	-	-	-	-	-	-	-	/	-	/	-
Associated Companies													
1. TIPS Co., Ltd.	-	/	-	-	/	-	/	-	-	-	-	-	-
2. PT Daerah Indah Shipping *	-	-	X	-	/	-	-	-	-	-	-	-	-
3. Pu Chao Container Terminal Co., Ltd.	-	-	-	-	/	-	-	-	-	/	-	-	-
4. N-Square RCL Logistics Co., Ltd.*	-	-	-	-	-	-	-	-	-	-	-	-	-
Related Companies													
1. Jurong Districentre Pte. Ltd.	-	-	-	-	-	-	-	-	/	-	-	-	-
2. NH Prosperity Co., Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-
Joint Venture Company													
1. RCL Agencies (India) Private Limited	-	-	-	-	-	-	-	-	X	/	-	/	-
2. RCL Agencies East India Private Limited #	-	-	-	-	-	-	-	-	/	/	-	/	-

Remark : X = Chairman / = Director // = Executive Director

หมายเหตุ : # RCL Agencies East India Private Limited - joint venture company incorporated on 14 February 2019.

* N-Square RCL Logistics Co., Ltd. - incorporated on 20 August 2019.

* PT Daerah Indah Shipping - liquidated on 20 August 2019.

RCL FLEET PROFILE 2019

SHIPS OWNED AND OPERATED

Name	Flag	Year Built	Shipyard	Deadweight	Designed Capacity	Age	Cargo Gear
Ati Bhum	Thai	2018	Zhejiang Hexin Shipyard, China	4,827	388	2	-
Chana Bhum	S'pore	1996	Singapore Shipbuilding & Engineering	13,825	993	24	2x40
Danu Bhum	S'pore	1996	Singapore Shipbuilding & Engineering	13,825	993	24	2x40
Ganta Bhum	S'pore	1995	Mitsubishi Heavy Industries, Japan	18,196	1,094	25	-
Hunsa Bhum *	S'pore	1995	Mitsubishi Heavy Industries, Japan	18,196	1,094	25	-
Intra Bhum	Thai	2013	Daesun Shibuilding & Engineering Co. Ltd	13,021	958	7	-
Isara Bhum	S'pore	2008	Murakami Hide Shipbuilding Co Ltd, Japan	12,475	1,088	12	-
Itha Bhum	Thai	1996	Mitsubishi Heavy Industries, Japan	21,813	1,324	24	-
Jaru Bhum	Thai	2018	Jiangsu New Yangzi Shipbuilding Co., Ltd., China	20,026	1,668	2	-
Jitra Bhum	S'pore	1997	Mitsubishi Heavy Industries, Japan	21,813	1,324	23	-
Kama Bhum	S'pore	1997	Mitsubishi Heavy Industries, Japan	21,813	1,324	23	-
Khuna Bhum	Thai	2018	Jiangsu New Yangzi Shipbuilding Co., Ltd., China	19,981	1,668	2	-
Kiti Bhum	S'pore	1997	Miho Shipyard Co Ltd, Japan	10,908	865	23	2x40
Lalit Bhum	Thai	2019	Jiangsu New Yangzi Shipbuilding Co., Ltd., China	19,779	1,668	1	-
Lila Bhum	S'pore	1997	Miho Shipyard Co Ltd, Japan	10,908	865	23	2x40
Makha Bhum	Thai	2019	Jiangsu New Yangzi Shipbuilding Co., Ltd., China	19,925	1,668	1	-
Mathu Bhum	S'pore	1990	Hanjin Shipbuilding Co Ltd, Korea	15,152	1,036	30	2x40
Methi Bhum	S'pore	2001	Mitsubishi Heavy Industries, Japan	11,655	928	19	-
Mitra Bhum	S'pore	2007	Jiangsu Eastern Shipyard, China	13,760	1,108	13	-
Nanta Bhum	Thai	1990	Hanjin Shipbuilding Co Ltd, Korea	15,161	1,036	30	2x40
Nawata Bhum (Resourceful)	S'pore	2008	Jiangsu Eastern Shipyard, China	13,760	1,108	12	-
Nithi Bhum	S'pore	2002	Mitsubishi Heavy Industries, Japan	11,655	928	18	-
Ora Bhum	S'pore	1997	Kyokuyo Shipyard Coporation, Japan	8,006	628	23	2x36
Otana Bhum	S'pore	2008	Jiangsu Eastern Heavy Industry, China	13,760	1,022	12	-
Panja Bhum	S'pore	2008	Jiangsu Eastern Heavy Industry, China	13,760	1,022	12	-
Pira Bhum	S'pore	1997	Kyokuyo Shipyard Coporation, Japan	7,988	628	23	2x36
Racha Bhum	S'pore	2008	Stocznia Gdynia, Gdynia, Poland	38,968	2,732	12	-
Ratha Bhum	Thai	1998	Kyokuyo Shipyard Coporation, Japan	8,018	628	22	2x36
Sattha Bhum	S'pore	2009	Stocznia Gdynia, Gdynia, Poland	38,948	2,732	11	-
Siri Bhum	Thai	2013	Daesun Shibuilding & Engineering Co. Ltd	13,017	958	7	-
Supa Bhum	Thai	1998	Kyokuyo Shipyard Coporation, Japan	8,016	628	22	2x36
Uru Bhum	Thai	2005	Mitsubishi, Nagasaki Shipyard, Japan	31,805	2,598	15	-
Vira Bhum	Thai	2005	Mitsubishi, Nagasaki Shipyard, Japan	31,805	2,598	15	-
Wana Bhum	Thai	2005	Mitsubishi, Shimonoseki Shipyard, Japan	30,832	2,378	15	-
Xetha Bhum	S'pore	1993	Hanjin Shipbuilding Co Ltd, Korea	15,301	1,098	27	2x40
Xutra Bhum	Thai	2005	Mitsubishi, Shimonoseki Shipyard, Japan	30,832	2,378	15	-
Yantra Bhum	S'pore	1993	Hanjin Shipbuilding Co Ltd, Korea	15,346	1,098	27	2x40
TOTAL OWN CAPACITY 48,252 TEUs							
Total 37 vessel with the average age of 15 years							

SHIPS OPERATED ON CHARTERED

Name	Flag	Year Built	Shipyard	Deadweight	Designed Capacity	Age	Cargo Gear
RATANA THIDA	Thai	1996	Mitsubishi Heavy Industries Ltd, Kobe Japan	18,196	1,094	24	-
TAMINA	Liberia	2004	China Shipbuilding Keelung, Monrovia, Liberia	68,228	5,527	16	-
TEERA BHUM	S'pore	2005	Jiangsu Yangzijiang Shipyard, China	24,279	1,858	15	-
THANA BHUM	S'pore	2005	Jiangsu Yangzijiang Shipyard, China	24,279	1,858	15	-
TONGVA	Liberia	2008	Hyundai Mipo Dockyard, Mipo, Korea	53,641	4,363	12	-
VERMONT TRADER	Malta	2004	Hanjin Heavy Industries Co, Busan, Korea	67,677	4,992	16	-
ZANTE	Liberia	2002	Imabari , Japan	67,164	5,908	18	-
RCL FLEET CAPACITY 73,852 TEUs							

	No of VsIs	Capacity Teus	%
Owned	37	48,252	65%
Chartered	7	25,600	35%
No of VsIs Operating	44	73,852	100%

* Hunsa Bhum - sold in February 2020

Chronicle of RCL

Incorporation

1980 : Founded with Ngow Hock Co., Ltd. as a major shareholder.

Years of Pioneering and Going Public

1981 : Purchased its first vessel, M.V. Siri Bhum to commence Bangkok - Singapore route.

1988 : Had its stock listed in the Stock Exchange of Thailand.

: Raised registered capital from Baht 55 million to Baht 70 million.

1993 : Converted to a public company and raised registered capital to Baht 221 million.

Regional Scale of Operation

1989 : Incorporated RCL Investment Pte. Ltd. to hold 50% interest in four RCL Singapore subsidiaries (holding 51% interest in 1991 to become their major shareholder) to extend the operation network into Southeast Asia Region.

: Raised registered capital from Baht 70 million to Baht 84 million.

Years of Expansion 1990 - 1994

: Took delivery of two newly-built vessels, M.V. Maha Bhum and Nanta Bhum from Korea.

: Acquired 20% interest in TIPS Co., Ltd. an operator of one of Laem Chabang's deep sea ports, and 70% interest in Regional Container Lines (H.K.) Co., Ltd. and its subsidiaries in Hong Kong.

: Directly purchased the remaining 49% interest in four RCL Singapore subsidiaries for 100% control.

: Invested 20% interest in NH Prosperity Co., Ltd. an operator of Inland Container Depot.

: Further acquired the remaining 30% interest in Regional Container Lines (H.K.) Ltd. and its subsidiaries for 100% control.

Years of Asset Building-Up 1995 - 1998

: Took delivery of nine newly built vessels from Japan and Singapore.

: Acquired a freehold 12 - storey office building in Singapore as RCL regional operation centre.

: Raised registered capital from Baht 221 million to Baht 663 million.

: Joined Mitsui O.S.K. Lines Ltd. to start its first dry bulk shipping business.

Years of Strengthening Service Network 2000 - 2004

- : Launched E-commerce facility, namely BHUMNET.
- : Extended service to West Asia and the Middle East.
- : Incorporated four wholly owned subsidiary companies, Regional Container Lines Shipping Co., Ltd. in Shanghai, RCL Agencies (M) Sdn. Bhd. and Regional Container Lines (M) Sdn. Bhd. in Malaysia and RCL Logistics Co., Ltd. in Thailand.
- : Regional Container Lines Shipping Company Limited a subsidiary company established in Shanghai increased its registered capital to USD 1.6 million and set up five branch offices in Qingdao, Tianjin, Xiamen, Guangzhou and Shenzhen to enhance market expansion in north and south PRC.

Years of Investment in Assets and Subsidiaries 2005 - 2010

- : Took delivery of thirteen newly-built vessels from Japan, China and Poland.
- : Holding 100% interest in the RCL Feeders Phils., Inc. in Philippines.
- : Incorporated and held 80% interest in Regional Merchants Maritime Ltd. in Hong Kong and Regional Merchants International Freight Forwarding Co., Ltd. in PRC to expand shipping and logistics business into North East Asia.
- : Incorporated and holding 49% in RCL (Vietnam) Co., Ltd. in Vietnam to expand shipping and logistics business into Indochina.
- : Raised registered capital in wholly owned subsidiary in Hong Kong, namely Regional Container Lines (H.K.) Co., Ltd. to HK\$ 20 million; and subsidiary in Thailand, namely RCL Logistics Co., Ltd. to Baht 5 million.
- : Held 100% interest in RCL (Australia) Pty Ltd. to control agency business in Australia.
- : Incorporated and held 85% interest in RCL (Korea) Ltd.; acquired another 15% interest for effective control and increased the registered capital from KRW 340 million to KRW 400 million in 2007 to expand the business in Korea.
- : Incorporated and holding 49% interest in PT Daerah Indah Shipping to expand the services in Indonesia.
- : Regional Container Lines Shipping Co., Ltd. a subsidiary company established in Shanghai increased its registered capital to USD 1.72 million and set up its 6th branch office in Ningbo to enhance market expansion in PRC.
- : Changing of group holding structure in a subsidiary in China where RCL Feeder Pte. Ltd. (100% owned by the Company) hold 100% interest in Regional Container Lines Shipping Co., Ltd.
- : Regional Container Lines Shipping Co., Ltd. a subsidiary company in Shanghai increased its registered capital to USD 1.84 million and set up its 7th branch office in Foshan to expand business operations into the West Bank of Pearl River Delta, PRC.
- : Changing of group holding structure from 85% to 100% direct holding in Regional Container Lines Pte. Ltd. a subsidiary in Singapore; and increased the registered capital from US\$ 24 million to US\$ 51.95 million.

- : Raised registered capital in a subsidiary in Singapore, namely RCL Feeder Pte. Ltd. from US\$ 12.2 million to US\$ 32.7 million.
- : Raised registered capital from Baht 663 million to Baht 828.7 million.
- : Raised registered capital in a wholly owned subsidiary in Singapore, namely Regional Container Lines Pte. Ltd. from US\$ 51.95 million to US\$ 91.95 million to strengthen the financial position for overall group operational efficiency.
- : Raised registered capital in a subsidiary in Singapore, namely RCL Feeder Pte. Ltd. from US\$ 32.7 million to US\$ 138.55 million for overall group operational efficiency.
- : Raised registered capital increase in a subsidiary in Malaysia, namely RCL Agencies (M) Sdn. Bhd. (100% owned by RCL Feeder Pte. Ltd.) from RM 200,000 to RM 500,000 to support group business operation in Malaysia.

Years of Consolidation and Systems Enhancements 2011 - 2014

Corporate

- : Took deliveries of Daesun vessels Hull nos : SB521 (Siri Bhum) and SB522 (Intra Bhum) respectively on 25 February 2013 and 30 May 2013.
- : Obtained extension of investment license in Vietnam under our joint venture investing arm, RCL (Vietnam) Co., Ltd.
- : Consolidation and streamline of services with dissolution of RCL (Korea) Ltd as well as closure of Fremantle and Semarang branch offices in year 2012 and 2013, respectively.

Ship Management

- : Commenced installation of the mandatory Electronic Chart Display and Information System (ECDIS), which facilitates navigation and significantly improves safety at sea. About 27% of RCL's fleet has so far completed installation of ECDIS on board.
- : About 27% of the Group's vessels have achieved complete verification and obtained from classification society, Ballast Water Management (BWM) certification, which is a set of technical standards and requirements for the control and management of ships' ballast water and sediments.

Human Resource

- : Launched RCL's five (5) core values-Integrity/Loyalty, Result Orientation, Customer Focus, Teamwork and Accountability as well as the reinforcement of Performances Management System, which strives to provide goals-oriented assessment and objective evaluation of staff's performance.

IT

- : Dolphin EZ Load list, an integrated module in Dolphin Carrier System went live successfully in 2011. It covers all RCL locations and facilitates the use and integration with other modules, allowing the operation teams to complete the loading and discharging of containers timely and accurately.
- : Dolphin SAP, the financial system was successfully rolled out in 2011 and to be implemented throughout the network in stages.

Year of Enhancement of System 2015

- : 2015 focus was on enhancement of the system to integrate with local government of each location, such as authorized Chinese government accounting system. With the completion of this integration, data-transfer errors will be reduced. Information and requirements will also be aligned with those of local authorities.

Year of Award Achievement and New Services 2016

- : The Best Container Liner for Small and Medium Liners Group Award 2016 by Thai National Shipper Council (TNSC)
- : New service cooperation for north and central PRC to Vietnam and Thailand
- : The first carrier to launch service from South China to Myanmar
- : Added additional frequency from Far East to India Sub-continent and Middle East

Year of Service Expansion, Business Alignment and Infra-structure Enhancements 2017

Services and New Orders

- : Launched new service from China to Pakistan and Middle East
- : Launched New South China / Philippines / Songkhla Service
- : Launched second Straits of Malacca service to serve Belawan and Penang
- : Ordered additional 3 New Vessels, tailor-made design for our services

Business Alignment

- : Established RCL office in Mumbai, India
- : Dissolution of 3 subsidiaries:
 1. Regional Merchants Maritime Limited in HK,
 2. Regional Merchants International Freight Forwarding Co., Ltd. in China
 3. RCL Holding Ltd. in Singapore

IT, HR and Corporate Governance Enhancements

- : Strengthened IT Infrastructure with migration to Cloud
- : Applied Big Data analysis to monitor company performance
- : Launched Online Performance Management System (ePMS) to monitor goal alignment and to measure performance real time with transparency
- : Reviewed Corporate Governance rules and procedures

Years of enhancement continuity 2018 - 2019

2018

- : Took deliveries of 2 X 1668 teu ships out of total 4 ordered, namely M.V. Jaru Bhum and M.V. Khuna Bhum.
- : Launched 1st feeder service in Colombo Hub on January 2018, plying between Colombo and Tuticorin, India.
- : Strengthened market presence through the setting up of own office in Myanmar and also started logistics business in China to add more value to customers.
- : Continuous improving in IT development as IT is key factor for our business, by:
 - Implemented Pricing System and upgrading Cost Function to support better and faster business decisions.
 - Acquired new technology - Robotic System to work on repeated tasks and processes for more efficiency.
- : Modernized RCL website to enhance customers' communication.
- : Focused on Human Resources Development, employees' engagement and embedded culture

2019

- : Established RCL office in Chennai, India.
- : Revamped several routes coverage and re-brandings as well as adding new ports of call at Thai Sugar Terminal, Nansha, Calcutta, Kattupalli and Dongguan, through co-operation with partners.
- : Took deliveries of the other remaining 2 X 1668 teu ships, namely M.V. Latit Bhum and M.V. Makha Bhum in July and August respectively.
- : Beginning of scrubber installations phase, commencing with Sattha Bhum and Racha Bhum in second half of year 2019.
- : Commemoration of RCL's 40th anniversary.
- : Adoption of new authentication technology to enhance information/data security in prevention of cyber threats.

Subsidiaries, Associated, and Related Companies

NAME OF COMPANY	GROUP EFFECTIVE CONTROL		COUNTRY OF INCORPORATION / OPERATION	PRINCIPAL ACTIVITIES	CONTACT ADDRESS
	2019	2018			
Regional Container Lines Public Company Limited	-	-	Thailand	Ship operating, owning, related shipping activities and investment holding	30 th Fl. Panjathani Tower Bldg., 1 27/35 Ratchadapisek Road, Chongnonsi, Yannawa, Bangkok, Thailand Tel (662) 296 1096 Fax (662) 296 1098
RCL Investment Pte Ltd.	100	100	Singapore	Holding company	11 Keppel Road, 8 th Fl. ABI Plaza, Singapore 089057 Tel (65) 6220 0388 Fax (65) 6221 9760
RCL Feeder Pte Ltd.	100	100	Singapore	Holding company, cargo consolidation and operating	11 Keppel Road, 8 th Fl. ABI Plaza, Singapore 089057 Tel (65) 6220 0388 Fax (65) 6221 9760
Regional Container Lines Pte Ltd.	100	100	Singapore	Ship owning and operating	11 Keppel Road, 8 th Fl., ABI Plaza, Singapore 089057 Tel (65) 6220 0388 Fax (65) 6221 9760
RCL Shipmanagement Pte Ltd.	100	100	Singapore	Ship management	11 Keppel Road, 8 th Fl., ABI Plaza, Singapore 089057 Tel (65) 6220 0388, 6221 7488 Fax (65) 6221 9727
Regional Container Lines (H.K.) Ltd.	100	100	Hong Kong	Holding company, shipping agent and the provision of transportation and cargo handling services	11 th Fl. No.9 Des Voeux Road West, Hong Kong Tel (852) 2526 3318 Fax (852) 2537 5463
Regional Container Lines Shipping Co., Ltd.	100	100	China	Shipping agent and broker	Room 2601-2603, Harbour Ring Plaza, No.18, Xi Zang Middle Road, Shanghai, China Tel (8621) 6132 4500 Fax (8621) 6132 4505
RCL Logistics Co., Ltd.	100	100	Thailand	Logistics services	14 th Fl. Panjathani Tower Bldg., 127/18 Ratchadapisek Road, Chongnonsi, Yannawa, Bangkok, Thailand Tel (662) 296 1284-6 Fax (662) 296 1279
RCL Agencies (M) Sdn Bhd	100	100	Malaysia	Shipping agent	Suite 6.02, Level 6 IMS 2, 88 Jalan Batai Laut 4, Taman Intan, 41300 Klang Selangor, Malaysia Tel (603) 33422722 Fax (603) 33422871

NAME OF COMPANY	GROUP EFFECTIVE CONTROL		COUNTRY OF INCORPORATION / OPERATION	PRINCIPAL ACTIVITIES	CONTACT ADDRESS
	2019	2018			
RCL Feeders Phils., Inc.	100	100	Philippines	Shipping agent	10 th Fl, BPI-Philam Life Makati, 6811 Ayala Avenue, Makati City, Philippines Tel (632) 815 3187 Fax (632) 815 2102
RCL Agencies (India) Private Limited	55	55	India	Shipping agent	608 - 611 A Wing, 6 th Floor, Dynasty Business Park Commercial Premises Co-Operative Society Ltd, Andheri Kurla Road, Andheri East, Mumbai 400059 India Tel (9122) 4946000
RCL Agencies East India Private Limited #	55	-	India	Shipping agent	No. 40, 1 st Floor, Rajaji Salai, Chennai - 600001, India Tel (9144) 40191600
Asian Bulk Shipping Co., Ltd.	51	51	Thailand	Ship operating	30 th Fl. Panjathani Tower Bldg., 127/35 Ratchadapisek Road, Chongnonsi, Yannawa, Bangkok, Thailand Tel (662) 296 1096 Fax (662) 296 1098
RCL (Vietnam) Co., Ltd.	80	80	Vietnam	Shipping agent	10 th Floor, Unit 1001, SGGP Building, 436 - 438 Nguyen Thi Minh Khai St., Ward 5, Dist. 3, Ho Chi Minh City, Vietnam Tel (84-28) 38181522 Fax (84-28) 38181523
PT Daerah Indah Shipping*	-	49	Indonesia	Sea transportation and shipping agent	Plaza Sentral Building 6 th flr Jln. Jend. Sudirman Kav. 47 Jakarta 12930, Indonesia Tel (62) 21 521 4808 Fax (62) 21 521 4801
Pu Chao Container Terminal Co., Ltd	49	49	Thailand	To manage the container terminal	30 th Fl. Panjathani Tower Bldg., 127/35 Ratchadapisek Road, Chongnonsi, Yannawa, Bangkok, Thailand Tel (662) 296 1096 Fax (662) 296 1098
N-Square RCL Logistics Co., Ltd.*	40	-	Thailand	Warehouse and distribution center for e-commerce business	876 Lasalle Road, Bangna-Tai, Bangna, Bangkok, Thailand Tel (662) 398 0162-3 Fax (662) 398 9730
TIPS Co., Ltd.	22.22	22.22	Thailand	Terminal operating	29 th Fl. Panjathani Tower Bldg., 127/34 Ratchadapisek Road, Chongnonsi, Yannawa, Bangkok, Thailand Tel 66 38 408 400 Fax 66 38 408 433

NAME OF COMPANY	GROUP EFFECTIVE CONTROL		COUNTRY OF INCORPORATION / OPERATION	PRINCIPAL ACTIVITIES	CONTACT ADDRESS
	2019	2018			
Jurong Districentre Pte Ltd.	15	15	Singapore	Warehouse Facilities for Rental, Data Storage And Container Storage & Handling	38 Tanjong Penjuru, CWT Logistics Hub 1, Singapore 609039 Tel (65) 62626888 Fax (65) 62612373
NH Prosperity Co., Ltd.	4.28	4.28	Thailand	Inland container depot operating	109 Moo 6 Bangkok-Chonburi Inter-City Motorway, Tubyao, Ladkrabang, Bangkok, Thailand Tel (662) 737 4560-79 Fax (662) 737 4550-1
Regional Logistics Co., Ltd.	100	100	China	Logistics Services	Room 2604, Harbour Ring Plaza, No.18, Xi Zang Middle Road, Shanghai, China Tel (8621) 6132 4500 Fax (8621) 6132 4505
RCL (Myanmar) Company Limited	65	65	Myanmar	Shipping Agent	#11-01, No. 422/426, Corner of Strand Road and Botahtaung Pagoda Road, Botahtaung Township, Yangon, Myanmar Tel (95-1)202065/(95-1)-202067/ (95-1)202103

Note : # RCL Agencies East India Private Limited - joint venture company incorporated on 14 February 2019.

* N-Square RCL Logistics Co., Ltd. - incorporated on 20 August 2019.

* PT Daerah Indah Shipping - liquidated on 20 August 2019.

REGIONAL OFFICES AND AGENTS

COUNTRY	CITY	COMPANY	TELEPHONE	FAX
BAHRAIN	Al Adiyah Capital Governorate	Alsharif Group W.L.L	(00973) 1751 5050	(00973) 1751 5051
BANGLADESH	Chattogram	Integrated Transportation Services Limited (ITSL)	(880) 31 713 147-8	(880) 31 710 847
CAMBODIA	Phnom Phen Sihanoukville	Arrow Shipping Agency Co., Ltd.	(855-23) 880 241/ 242 (855-34) 933 748	(855-23) 885 706 / 607 (855-34) 933 749
CHINA	Qingdao Tianjin Fangcheng Guangzhou Shenzhen Xiamen Ningbo Wenzhou Zhapu Shanghai Dalian	Regional Container Lines Shipping Co., Ltd. Regional Container Lines Shipping Co., Ltd. China Ocean Shipping Agency Fangcheng Regional Container Lines Shipping Co., Ltd. Regional Container Lines Shipping Co., Ltd. Regional Container Lines Shipping Co., Ltd. Regional Container Lines Shipping Co., Ltd. Wenzhou Zheyuan Shipping Agency Co. Ltd. Jiaxing Xinggang International Shipping Agency Co. Ltd. Regional Container Lines Shipping Co., Ltd China Marine Shipping Agency Liaoning Co., Ltd	(86532) 8668 5577 (86-22) 2317 4001 (86770) 282 2556 (8620) 8363 3236 (86755) 2518 1150 (86592) 239 8011 (86574) 2787 2828 (86577) 8893 8605 (86573) 8369 5678 (86-21) 6132 4500 (86-411) 8255 1167	(86532) 8668 1966 / 1977 (86-22) 2317 4010 (86770) 610 2204 (8620) 8363 4004 (86755) 2518 1495 / 1572 (86592) 239 8001 / 8002 (86574) 2786 2523 (86577) 8893 8618 (86573) 8369 8669 (86-21) 6132 4523 (86-411) 8280 3858
HONG KONG	Hong Kong	Regional Container Lines (H.K.) Limited	(852) 2526 3318	(852) 2537 5463 / 5452
INDIA	Chennai Bangalore Hyderabad Haldia Paradip Tuticorin Cochin Kolkata Vizag Krishnapatnam Mumbai New Delhi Ludhiana Ahmedhabad Jaipur Baroda (Vadodara) Hazira Pipavav Rajkot (Commercial Office for Pipavav) Mundra	RCL Agencies East India Pvt.Ltd Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt. Ltd Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt Ltd. Chakiat Shipping Services Pvt. Ltd. Chakiat Shipping Services Pvt. Ltd. RCL Agencies (India) Pvt. Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd. Sea Trade Shipping (India) Pvt.Ltd.	(91 44) 4019 1600 (91 80) 2558 2096 (91 40) 4904 5678 (9133) 6615 2900 (9106722) 221101 (91 461) 425 2680 (91 484) 266 6166 (91 33) 6615 2900 (91 891) 454 6444 (91 861)237 7043 (91 22) 4942 6000 / 6002 (91 11) 46109000 (91 161) 505 5480/ 84480/84 (91 79) 66226622 (91 141) 2221 061/71/81 (91 265) 6626 116/6161 (91 261) 234 0028 / 29 (91 2794) 286 327 (91 281) 257 6603/257 6604 (91 2838) 259 146/41/42	- (91 80) 2558 9737 (91 40) 4904 5688 (9133) 2289 2172 - (91 461) 425 2681 (91 484) 266 8085 (91 33) 2289 2172 (91 891) 454 6455 - - - - - - - - - - - - - - - - - - -
INDONESIA	Jakarta Medan / Belawan Surabaya Palembang	PT Bhum Mulia Prima PT Bintika Bangunusa PT Bhum Mulia Prima PT Bintika Bangunusa	(6221) 521 4808 (6261) 845 5883 (6231) 535 2609 (62-711) 716 380	(6221) 521 4801 / 802 (6261)846 2909/844 5808
IRAQ	Umm Qasr	Sharaf Shipping Company Iraq	(964) 780102 2323	-
KOREA	Seoul Busan	Chun Jee Shipping Co., Ltd Chun Jee Shipping Co., Ltd	(822) 3671 0628 (8251) 468 2937	(822) 3455 1615 (8251) 468 6791
KUWAIT	Safat	Al Kazemi International General Trading & Contracting Group Co. WLL.	(965) 2573 3870	(965) 25733864

COUNTRY	CITY	COMPANY	TELEPHONE	FAX
MALAYSIA	Johore Bahru / Pasir Gudang	RCL Agencies (M) Sdn. Bhd.	607) 352 2388	(607) 352 1288
	Penang	RCL Agencies (M) Sdn. Bhd.	(604) 370 2666	(604) 370 2233
	Port Klang	RCL Agencies (M) Sdn. Bhd.	(603) 3342 2722	(603) 3342 2871
MALDIVES	Male	One World Logistics Maldives Pvt Ltd	(960)330 0616	(960)301 1999
MYANMAR	Yangon	RCL (Myanmar) Co., Ltd	(95) 1202 067/065/103	-
OMAN	Sohar	Global Corp Logistics LLC	(968) 2470 2744	(968) 2470 1748
	Muscat	Global Corp Logistics LLC	(968) 2470 2744	(968) 2470 1748
PAKISTAN	Karachi	United Marine Agencies (Pvt.) Ltd.	(9221) 111111862	(9221) 3514 7951
PHILIPPINES	Cebu	Eagle Express Lines, Inc.	(6332) 420 2365	(6332) 420 2366
	Davao	Eagle Express Lines, Inc.	(6382) 321 7139	(6382) 321 7138
	General Santos	Eagle Express Lines, Inc.	(6383) 552 1779	-
	Manila	RCL Feeders Phils., Inc.	(632) 815 3187	(632) 815 2102
SAUDI ARABIA	Dammam	Gulf Shipping Co., Ltd.	(9663) 835 2222	(9663) 835 1222
SINGAPORE	Singapore	RCL Feeder Pte. Ltd.	(65) 6220 0388	(65) 6221 9760
SRI LANKA	Colombo	Delmege Forsyth & Co (Shipping) Ltd.	(9411) 772 9563/564/558/559	(9411) 772 9556
TAIWAN	Taipei	Grand Maritime Transport Ltd.	(8862) 2547 1786	(8862) 2547 3063
	Keelung	Grand Maritime Transport Ltd.	(8862) 2547 1786	(8862) 2547 3063
	Taichung	Grand Maritime Transport Ltd.	(8864) 2327 0593	(8864) 2327 0573
THAILAND	Bangkok (Head Office)	Regional Container Lines Public Co., Ltd. Ngow Hock Co., Ltd.	(662) 296 1096	(662) 296 1098
	Bangkok (Agent)	Ngow Hock Agency Co., Ltd.	(662) 295 3737	(662) 296 1001
	Laem Chabang	Songkhla Shipping Agency Co., Ltd.	(6638) 330 727 - 9	(6638) 330 730
	Songkhla		(6674) 245 574	(6674) 232 345
UNITED ARAB EMIRATES	Dubai	Peninsula Shipping Company LLC.	(9714) 312 2900	(9714) 355 6806
VIETNAM	Ho Chi Minh	RCL (Vietnam) Co., Ltd.	(8428) 3818 1522	(8428) 3818 1523
	Haiphong	VNT Logistics Haipong	(84225) 362 9139	(84225) 376 9167

Nature of Business Operation

Vision and Mission

RCL Group is committed to continuously enhance its position as a leading asset-based regional transportation provider with emphasis on meeting the expectations of its customers and shareholders through the dedication of the management and staff. In addition to promoting its competencies with up-to-date techniques and resources, the group embraces its 5 core values introduced in 2011, namely Accountability, Teamwork, Result Orientation, Customer Focus and Leadership with Integrity, to achieve this mission.

The Group's vision is "To be a trusted, leading and efficient container carrier and logistics provider with quality services in Asia through contribution from committed staff with passion and innovation".

Corporate Goal

The Group's goal is to uphold its leadership position amongst the containerized shipping operators focusing on the inter-Asia regional trades. RCL's geographical business coverage includes North East Asia, South East Asia, Indian Sub-continent and Middle East.

Success

The Group is currently ranked 24th amongst the world container shipping operators and recognized as amongst the top regional operators by leading industrial publications.

Following are key factors in supporting the Group's performance and achievements;

- Maintaining its position as a key regional carrier.
- Enhanced presence in the regional trades it serves.
- Loyal and large diverse customer base support.
- Strong customer oriented business units ensuring customer expectations are met.
- Competent and motivated management, staff and vessel crew.
- Complementing business strategy between Shipper-Owned-Container (SOC) and Carrier-Owned-Container activities (COC).
- Comprehensive and effective service network.
- Competitive operating cost structure
- Market share was 0.2%.

1. Business Activities

RCL, a Thai-based container shipping line, was incorporated in 1980 and listed in the Stock Exchange of Thailand since 1988. The company operates on three core lines of business, namely; Shipper-Owned-Container (SOC), Carrier-Owned-Container (COC) and Value-added logistic services. The geographical business scope is Asian-centric with business activities covering North East Asia, South East Asia, Indian Sub-Continent and Middle East.

The Group currently operates a fleet of 44 vessels with sizes ranging from 200 TEUs to 7,000 TEUs. This range of vessel sizes is tailored-made for servicing the regional trades. To cater for the COC activity in 2019, the Group owns and operates an average container box fleet of 76,441 TEUs. A network of 69 offices comprising both owned-offices and agency representations supports the direct links with RCL customers.

RCL is recognized as a leading SOC and Intra COC operator by both peers and customers alike.

Lines of Business

The SOC activity entails RCL offering space on vessels to container owning customers. These customers include main-line operators, non-vessel operating common carriers (NVOCC), ISO tank operators and other container box owners requiring transportation of their boxes between ports.

In particular, main line operators will require feeder services for movements of their boxes between a transshipment hub port and the neighboring ports. With increasingly larger vessels employed for the East-West trades, fast cargo feeds to and from these vessels with neighboring ports are essential to meet their customers' requirements and to ensure fast turnaround time of these vessels.

Such "hub and spoke" activities form a significant part of RCL's SOC business. Currently RCL offers feeder services for hub ports at Singapore, Hong Kong, Colombo and Dubai.

In addition, RCL operates its own COC business. Currently we manage container box fleet in excess of 76,441 TEUs. These boxes are offered directly to exporters and importers to load for transportation in the trading lanes that RCL serves. RCL's COC business has expanded since its beginning in the early nineties and the group has experienced consecutive annual significant growths for the past few years.

The Value-added logistic services grew steadily over the past few years. This business unit offers services ranging from the basics in custom house brokerage and domestic haulage to contract logistics arrangements including inventory management and cross country haulage and to multi country supply chain management. The Value-added logistic services are designed to offer RCL's customers the convenience of a seamless management of their transportation needs.

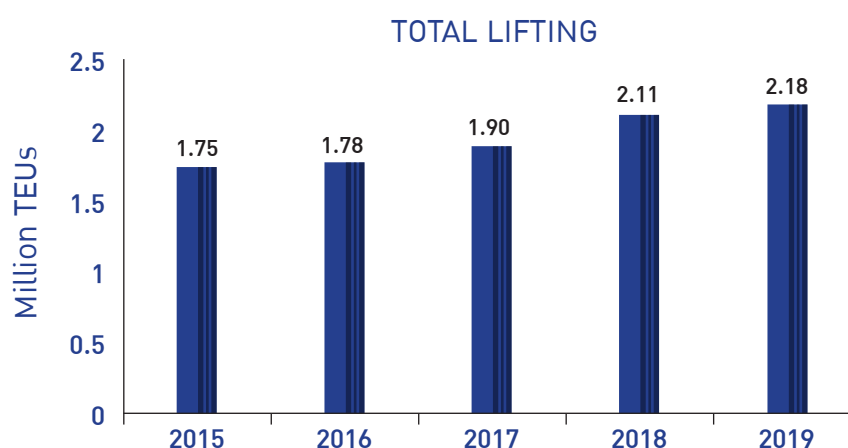
Total Liftings

2019 RCL liftings grew by 2.3% and 5.1% for COC and SOC business respectively. RCL total liftings increased by 3.5% with utilization ratio at 126%.

	2015	2016	2017	2018	2019
Total Liftings (TEUs)	1,752,133	1,781,816	1,901,821	2,110,899	2,183,995
Growth (%)	-7.5%	1.7%	6.7%	11.0%	3.5%
COC Volume (TEUs)	954,786	1,048,649	1,109,507	1,241,574	1,270,508
Growth (%)	-0.2%	9.8%	5.8%	12%	2.3%
SOC Volume (TEUs)	797,347	733,167	792,314	869,325	913,487
Growth (%)	-15.0%	-8.0%	8.1%	10%	5.1%

TOTAL LIFTINGS

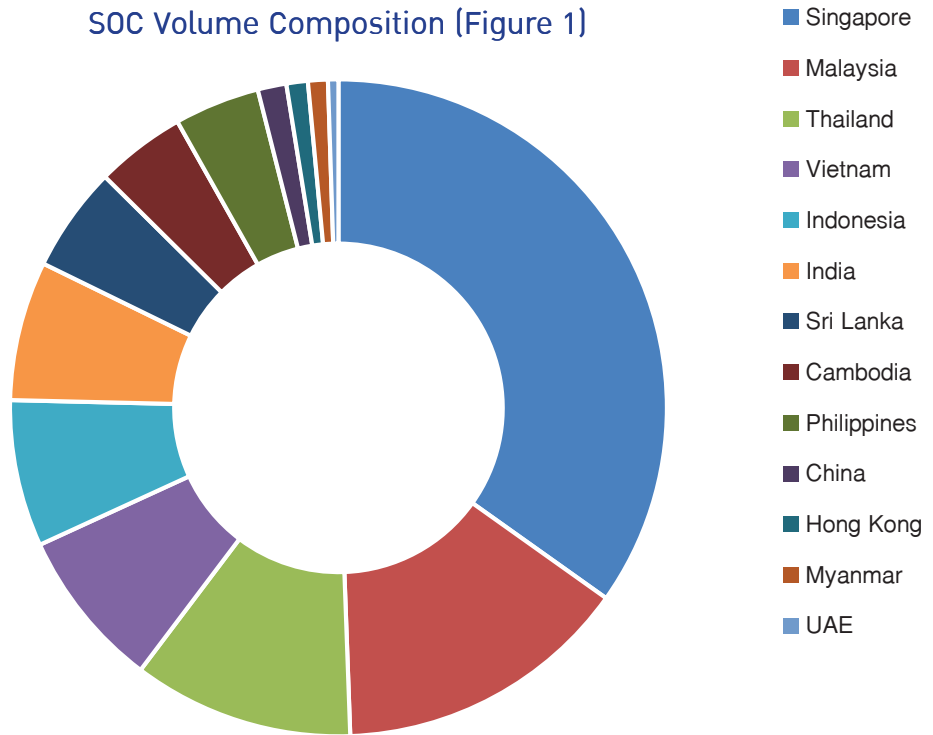
Trade Composition



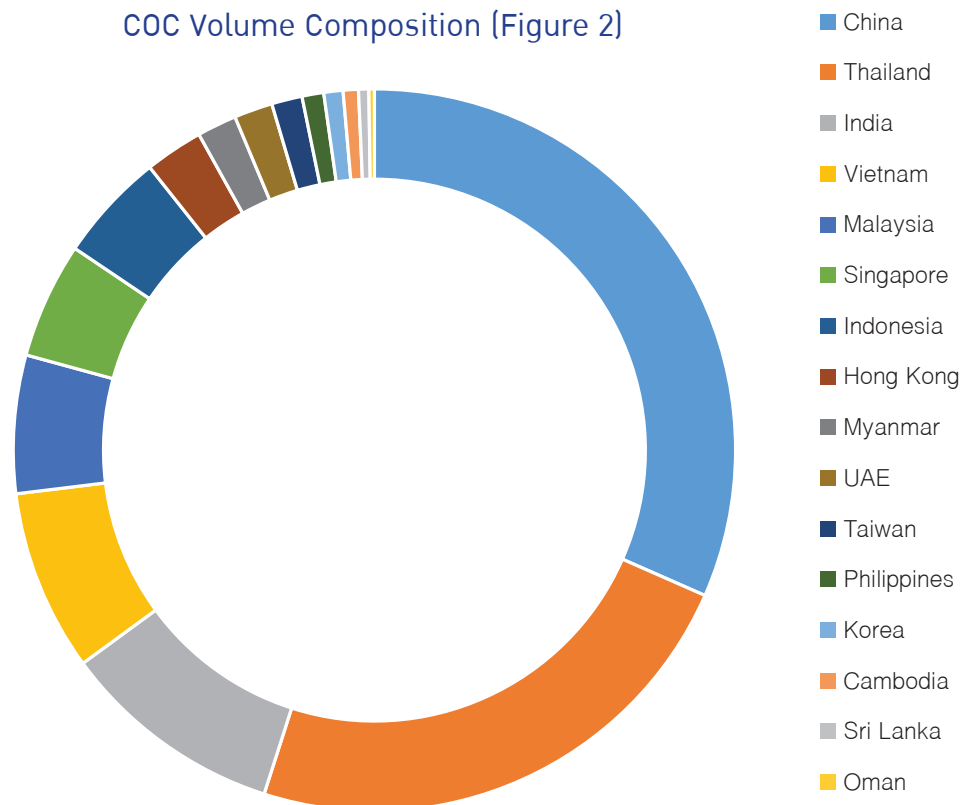
Trade Composition

For SOC, the transshipment hub ports activities continued to be concentrated at Singapore hub where cargo was moved between neighboring ports. In addition, RCL also moved SOC boxes between ports within and across the five Regions.

Figure 1 shows the SOC volume composition by origin ports of loading.



For COC in Figure 2, the top three export areas (PRC, Thailand and India) made up almost 65% of the volume composition.



Capacity, Network and Fleet Deployment

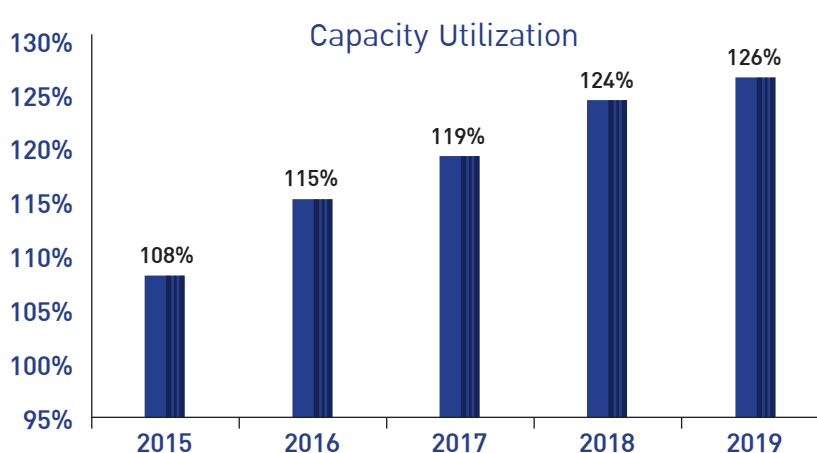
In 2019, RCL operated 44 container vessels. Of the 44 vessels operated, 37 vessels were owned whilst 7 were chartered in for various term periods.

The group in 2019 continued to cautiously balance the fleet deployment with a strategic mix of owned versus chartered ratio. The flexibility allowed RCL in achieving competitive cost structure and meeting incremental demand in selective trade lanes.

The average utilization factor for 2019 was 126 %, which was higher than 2018 due to the improvement on COC volume and SOC volume.

RCL's Fleet Composition (Nominal Capacity)	As of 2019			As of 2018		
	Number of Vessels	Capacity (TEUS)	%	Number of Vessels	Capacity (TEUS)	%
Owned	19	20,581	27	22	26,684	31
Chartered in	7	25,600	33	13	36,970	43
Chartered out	18	27,673	36	15	20,220	24
Space Purchase		2,587	3		1,200	1
Number of Vessels Operating	44	76,441	100	50	85,074	100

RCL deploys its fleet across its five Regions as well as within each Region. The Group manages its flexibility through the use of added chartered vessels, slot purchases, reassignments of differing vessel sizes and realignment of services to meet the changing cargo trade patterns.



RCL's sailing routes link the countries in North Asia, North East Asia, South East Asia, Indian Sub-Continent and Middle East with each other through its main trunk services.

In addition, secondary services within regions and between regions are also available to complement the main trunk services. In total RCL operates 26 services independently and collaboratively through joint services and slot exchanges and slot ownerships.

Vessels' Trading Route as at 25th Dec 2019

No.	Type of Vessel	Operator	Vessel Name	Vessel Code	Trading Routes	Service	Changes to Trading Routes, if any	When changed, if any (Estimated)	Days per round voyage
1	Rcl Own Vsl.	RCL	ATI BHUM	ATB	Singapore-Palembang- Singapore	RPE	N/A	N/A	7
2	Rcl Own Vsl.	RCL	CHANA BHUM	CNB	Singapore-Songkhla-Singapore	RSE	NA	N/A	7
3	Rcl Own Vsl.	RCL	DANU BHUM	DNB	Penang-Singapore- Portklang (Wp)- Portklang (Np)-Penang	RMS13	NA	N/A	7
4	Rcl Own Vsl.	RCL	GANTA BHUM	GTB	Singapore-Sihanoukville- Singapore	RCX2	NA	N/A	7
5	Rcl Own Vsl.	RCL	HUNSA BHUM	HSB	Bangkok (TST)-Laemchabang- Vietnam (HPH)- Nansha-Shekou- Laemchabang-Bangkok (TST)	RBH9	NA	NA	14
6	Rcl Own Vsl.	RCL	ITHA BHUM	IHB	Bangkok (PAT)-Bangkok (TST)- Laemchabang- Vietnam (CLI)- Wenzhou- Ningbo-Shanghai- Laemchabang-Bangkok (PAT)	RBC13	NA	NA	21
7	Rcl Own Vsl.	RCL	JARU BHUM	JRB	Bangkok (PAT)-Laemchabang- Ningbo-Shanghai-Shekou- Sihanoukville-Bangkok (PAT)	RBC2	NA	NA	21
8	Rcl Own Vsl.	RCL	JITRA BHUM	JTB	Bangkok (PAT)-Bangkok (TST)- Laemchabang-Vietnam (CLI)- Wenzhou-Ningbo- Shanghai- Laemchabang- Bangkok (PAT)	RBC13	NA	NA	21
9	Rcl Own Vsl.	RCL	KAMA BHUM	KMB	Bangkok (PAT)-Bangkok (TST)- Laemchabang-Vietnam (CLI)- Wenzhou-Ningbo- Shanghai- Laemchabang- Bangkok (PAT)	RBC13	NA	NA	21
10	Rcl Own Vsl.	RCL	KITI BHUM	KTB	Songkhla-Hong Kong-Keelung- Taichung-Dongguan-Hong Kong- Sihanoukville-Songkhla	RSK7	NA	NA	21
11	Rcl Own Vsl.	RCL	MATHU BHUM	MTB	Bangkok (TST)-Laemchabang- Singapore-Portklang (Wp)-Yangon (ITT&MIP)- Portklang (Wp)-Pasir Gudang Johor (JCT)-Singapore- Bangkok (TST)	RTY4	NA	NA	21
12	Rcl Own Vsl.	RCL	NANTA BHUM	NTB	Portklang (Wp)-Singapore- Bangkok (PAT)-Singapore- Portklang (Wp)-Belawan- Portklang (Wp)	RTB2	NA	NA	14
13	Rcl Own Vsl.	RCL	ORA BHUM	ORB	Portklang (Wp)-Kolkata- Portklang (Wp)	RCH8	NA	NA	18
14	Rcl Own Vsl.	RCL	PIRA BHUM	PRB	Songkhla-Haiphong-Hong Kong- Keelung-Taichung-Dongguan- Hong Kong- Sihanoukville-Songkhla	RSK8	NA	NA	21
15	Rcl Own Vsl.	RCL	RACHA BHUM	RCB	Dalian-Tianjin Xingang-Qingdao- Hongkong-Shekou-Vietnam (CLI)- Hongkong-Shekou-Incheon-Dalian	RNV	NA	NA	21

No.	Type of Vessel	Operator	Vessel Name	Vessel Code	Trading Routes	Service	Changes to Trading Routes, if any	When changed, if any (Estimated)	Days per round voyage
16	Rcl Own Vsl.	RCL	RATHA BHUM	RTB	Songkhla-Haiphong-Hong Kong-Keelung-Taichung- Dongguan - Hong Kong- Sihanoukville-Songkhla	RSK8	NA	NA	21
17	Rcl Own Vsl.	RCL	SUPA BHUM	SPB	Portklang (Wp)-Kolkata-Portklang (Wp)	RCH8	NA	NA	18
18	Rcl Own Vsl.	RCL	TEERA BHUM	TRB	Singapore-Vietnam (CLI)-Singapore	RHS8	NA	NA	7
19	Rcl Own Vsl.	RCL	THANA BHUM	TNB	Singapore-Manila (N)-Cebu-Singapore	RMN5	NA	NA	14
20	Rcl Own Vsl.	RCL	XETHA BHUM	XTB	Bangkok (TST)-Laemchabang-Singapore-Portklang (Wp)-Yangon (ITT&MIP)- Portklang (Wp)-Pasir Gudang Johor (JCT)-Singapore-Bangkok (TST)	RTY4	NA	NA	21
21	Rcl Own Vsl.	RCL	YANTRA BHUM	YTB	Bangkok (TST)-Laemchabang-Singapore-Portklang (Wp)-Yangon (ITT&MIP)-Portklang (Wp)-Pasir Gudang Johor (JCT)-Singapore-Bangkok (TST)	RTY4	NA	NA	21
22	Charter Vsl. In	RCL	RATANA THIDA	RTD	Bangkok (TST)-Laemchabang-Vietnam(HPH)-Nansha-Shekou-Laemchabang-Bangkok (TST)	RBH9	NA	NA	14
23	Charter Vsl. In	RCL	TAMINA	TMI	Qingdao-Pusan-Shanghai-Ningbo-Xiamen-Da Chan Bay-Portklang (Wp)-Khor Al Fakkan-Jebel Ali-Sohar- Portklang (Wp)-Qingdao	RIM10	NA	NA	56
24	Charter Vsl. In	RCL	VERMONT TRADER	VMT	Laemchabang-Singapore-Portklang (Np)-Portklang (Wp)-Kattupalli-Chennai- Portklang (Wp) - Portklang (Np)-Singapore-Laemchabang	RMB7	NA	NA	28
25	Charter Vsl. In	RCL	ZANTE	ZNT	Pusan-Qingdao-Shanghai-Shekou-Singapore-Portklang (Wp)-Chennai-Visakhapatnam-Portklang (Wp)-Singapore-Manila-Pusan	RFM3	NA	NA	42
26	Charter Vsl. In	RCL	TONGVA	TNV	Laemchabang-Singapore-Jakarta-Singapore-Laemchabang	RTI02	NA	NA	14
27	Charter Vsl. Out	Heung-A	INTRA BHUM	ITB	Shimizu-Sendai-Onahama-Busan-Ulsan-Busan-Ningbo-Shanghai-Busan-Shimizu	NA	NA	NA	NA
28	Charter Vsl. Out	Shinotran	ISARA BHUM	ISB	Lianyungang-Qingdao-Nagoya-Lianyungang-Qingdao-Nagoya-Pusan-Lianyungang	NA	NA	NA	NA
29	Charter Vsl. Out	COS	KHUNA BHUM	KNB	Portklang-Vietnam-Singapore-Portklang-Pasir Gudang-Bangkok-Laemchabang-Singapore-Portklang	NA	NA	NA	NA

No.	Type of Vessel	Operator	Vessel Name	Vessel Code	Trading Routes	Service	Changes to Trading Routes, if any	When changed, if any (Estimated)	Days per round voyage
30	Charter Vsl. Out	EAS	LILA BHUM	LLB	Ningbo-Shanghai-Xiamen-Hong Kong-Shekou-Hai phong-Hong Kong-Ningbo	NA	NA	NA	NA
31	Charter Vsl. Out	TS lines	LALIT BHUM	LTB	Incheon-Qingdao-Shanghai-Laemchabang-Bangkok (PAT)-Laemchabang-Hong Kong-Xiamen-Incheon	NA	NA	NA	NA
32	Charter Vsl. Out	TS Lines	MAKHA BHUM	MKB	Shanghai-Ningbo-Xiamen-Laemchabang-Bangkok (PAT)-Laemchabang-Bangkok (HIT)-Shanghai	NA	NA	NA	NA
33	Charter Vsl. Out	Sinokor Merchant Marine Co., Ltd.	METHI BHUM	MEB	Incheon-Daesan-Pusan-Kwangyang-Hong Kong-Huangpu-Shekou-Shantou-Incheon	NA	NA	NA	NA
34	Charter Vsl. Out	Heung-A	MITRA BHUM	MIB	Pusan-Incheon-Hong Kong-Vietnam(HPH)-Hong Kong-Pusan	NA	NA	NA	NA
35	Charter Vsl. Out	Namsung Shipping	NAWATA BHUM	NWB	Pusan-Pusan New Port-Toyama-Niigata-Sakata-Akita-Pusan	NA	NA	NA	NA
36	Charter Vsl. Out	Pan Ocean	NITHI BHUM	NIB	Incheon-Daesan-Pusan-Kwangyang-Hong Kong-Huangpu-Shekou-Shantou-Incheon	NA	NA	NA	NA
37	Charter Vsl. Out	EAS	OTANA BHUM	OTB	Xingang-Qingdao-Tokyo-Yokohama-Nagoya-Osaka-Kebe-Xingang-Qingdao	NA	NA	NA	NA
38	Charter Vsl. Out	Msc	PANJA BHUM	PJB	Xingang-Qingdao-Tokyo-Yokohama-Nagoya-Osaka-Kebe-Xingang-Qingdao	NA	NA	NA	NA
39	Charter Vsl. Out	MSC	SATTHA BHUM	STB	Singapore-Tanjung pelepas-Semarang-Surabaya-Singapore	NA	NA	NA	NA
40	Charter Vsl. Out	Heung-A	SIRI BHUM	SRB	Pusan-Ulsan-Gwangyang-Hong Kong-Vietnam (HPH)-Hong Kong-Xiamen-Pusan-Ulsan-Gwangyang	NA	NA	NA	NA
41	Charter Vsl. Out	Shinotran	URU BHUM	URB	Shanghai-Ningbo-Jaingyin-Manila (S)-Manila (N)-Subic-Shanghai	NA	NA	NA	NA
42	Charter Vsl. Out	MSC	VIRA BHUM	VRB	Tanjung pelepas-Singapore-Penang-Belawan-Tanjung pelepas	NA	NA	NA	NA
43	Charter Vsl. Out	MSC	WANA BHUM	WNB	Tanjung pelepas-Singapore-Haiphong-Danang-Quinhon-Tanjung pelepas	NA	NA	NA	NA
44	Charter Vsl. Out	MSC	XUTRA BHUM	XUB	Busan- Osaka-Kobe-Hakata-Busan	NA	NA	NA	NA

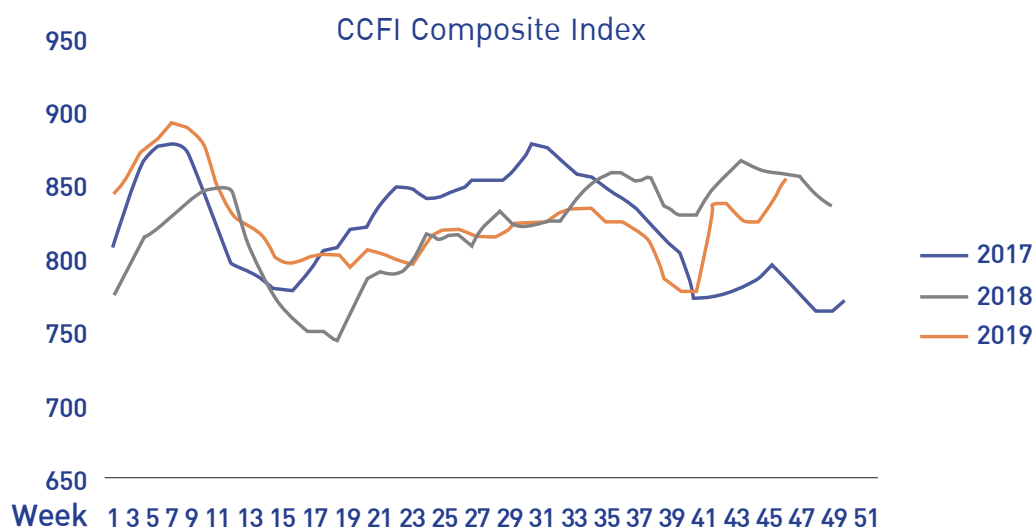
Industrial Environment

The economic indicators reflected a synchronized slowdown in the global economy for 2019. This subdued growth was a consequence of uncertainty over economic policies, US-China trade war and Brexit. Whilst there was a slowing globalization, increasing protectionism and a falling trade-to-GDP ratio, market outlook was leading to modest trade growth improvements, a more manageable supply side with a shrinking order book for 2020.

On the other hand, US-China trade war offered new opportunities for ASEAN countries and India, with approval data indicating relocation of manufacturing production from China. With the world trade pattern altering and change in supply chain moving to countries such as Vietnam, Indonesia, Malaysia, Cambodia and Thailand which has a lower operating cost. Intra-Asia trade is expected to pick up in 2020, and in which RCL can potentially capitalize on, to strengthen and expand our service network coverage.

Amidst the volatility in the current market condition, the International Maritime Organization (IMO) 0.5 per Sulphur cap for marine fuel, effected on 1st January 2020, will undeniably add on to the uncertainty for shipping line and will likely lead to service disruption due to scrubber retro-fittings. Not only were carriers exposed to huge costs in preparing ships to meet required standards, the fuel cost has also increased from mid December 2019 onwards.

The China Containerized Freight Index (CCFI) averaged at 823 points in 2019, which was near to the 820 points in 2018. CCFI came under pressure after Aug 2019 and gradually gained back its upward momentum from mid Oct 2019 till the end of the year, due to increase in demand and box liners, pushing out freight rate increase plan.



Source: Shanghai Shipping Exchange

Growth in container shipping demand remained lagging behind the increase of container volume supply, leading to the imbalance in capacity supply and demand in 2019. However, market demand-supply could possibly be re-balanced in 2020. The dynamics of digitalization and de-carbonization for shipping lines are to be managed accordingly.

As of 31 December 2019, container fleet was 5,324 vessels, a slight increase from 5,286 in 2018. The growth is mainly from bigger vessels. While the total capacity increased from 22.3 million TEU at the end of 2018 to 23.2 million at the end of 2019. There is a significant increase in idling TEU from 403,599 to 657,322 about 63% increase as inactive fleet that are undergoing scrubber retrofits are included.

The current outlook of world fleet capacity for cellular container vessels of different size range is presented as follows:

Fleet as at:	In Service End 2019		End 2020		End 2021		%TEU Growth 2019-2020	%TEU Growth 2020-2021
	No.	TEU	No.	TEU	No.	TEU		
Nominal TEU	No.	TEU	No.	TEU	No.	TEU		
18,000 - 24,000	115	2,311,433	135	2,772,973	144	2,981,725	19.97%	7.53%
15,200 - 17,999	42	703,681	42	703,681	42	703,681	0.00%	0.00%
12,500-15,199 NPX	252	3,469,931	264	3,642,865	285	3,952,681	4.98%	8.50%
10,000-12,499	164	1,755,225	180	1,943,975	194	2,110,175	10.75%	8.55%
7,500 - 9,999	480	4,236,382	480	4,236,382	480	4,236,382	0.00%	0.00%
5,100 - 7,499	448	2,789,222	449	2,794,517	450	2,799,812	0.19%	0.19%
4,000 - 5,099	632	2,863,607	633	2,867,618	633	2,867,618	0.14%	0.00%
3,000 - 3,999	251	872,987	257	891,459	264	912,775	2.12%	2.39%
2,000 - 2,999	676	1,726,071	738	1,882,067	777	1,976,477	9.04%	5.02%
1,500 - 1,999	601	1,035,449	648	1,121,189	652	1,127,301	8.28%	0.55%
1,000 - 1,499	709	817,186	731	842,300	748	862,250	3.07%	2.37%
500 - 999	778	576,631	784	580,557	784	580,557	0.68%	0.00%
100 - 499	186	59,767	187	59,887	187	59,887	0.20%	0.00%
Total	5,334	23,217,572	5,528	24,339,470	5,640	25,171,321	4.83%	3.42%
Adjusted Total	5,324	23,197,730	5,426	23,924,628	5,438	24,356,479	3.13%	1.81%
Annual Growth		3.90%		3.10%		1.80%		

Source: Alphaliner, Monthly Monitoring Dec'19

Market Outlook for Container Activity

Year 2020 would see continuing positive growth prospect as indicated in The International Monetary Fund (IMF) forecasted at 3.4%. The growth is broad-based in Asia Pacific region and emerging economies.

Much potential remains in the China, India and Intra-Asean region, with growth rate almost doubled that of the global growth.

←..... Projections→

GDP Growth *	2018	2019	2020	2021
World	3.6	3.0	3.4	3.6
US	2.9	2.4	2.1	1.7
Euro	1.9	1.2	1.4	1.4
Emerging market	4.5	3.9	4.6	4.8
China	6.6	6.1	5.8	5.9
India	6.8	6.1	7	7.4
Asean 5 [#]	5.2	4.8	4.9	5.2
Container Volume (Total Trade)	3.5	2.0	2.6	

Average of growth rates for export and import volumes (goods and services)

Source: World Economic Outlook 2019, IMF; Clarksons Container Intelligence Monthly Nov 2019

* Figures are in percentage

Indonesia, Malaysia, Philippines, Thailand, Vietnam

On the supply side, capacity growth is expected to grow in 2020 by 3.4% with 0.78 million teus of net capacity due.

The majority of capacity growth in 2020 is expected to be absorbed by the East-West services continuing to Asia to Europe / US routes with the Alliances offering direct calls. Capacity in the Intra-Asia trade is expected to grow in 2020.

2. Breakdown of 2019 Revenues

The Group's main source of revenue was from freight rates that were priced in US dollars and payable either in US dollars or in local currency equivalents. Freight income for the year was derived from the two main activities - SOC and COC.

A balanced combination of COC and SOC activities assures the optimal use of the Company's assets. While COC business flows relied mainly on regional economies, SOC activities tended to be more global in nature given the fact that the throughput demands from Main Line Operators (MLOs) depended on major East-West trades.

Relentless merger & acquisition activities in global shipping market coupled with oversupply in capacity continued to add pressure on freight rates in shipping market. The bunker price fluctuation also remained a crucial factor for the market strategy of shipping industry. Similar to all other container carriers in the industry, the slowdown in global growth and freight rates were persistent challenges to RCL. The Group inevitably had to face stiff market competition and our strategy was to focus on service optimization, unit cost reduction and cargo mix enhancement.

Income Classified by Nature of Activities

In 2019, COC services accounted for 58% of the total volume, around 77% of the total freight income for the whole RCL Group. SOC accounted for 42% of volume, with 23% of freight income.

Breakdown of Total Income by Geographical Location

Freight income	2019 ฿ million	%	2018* ฿ million	%	2017 ฿ million	%	2016 ฿ million	%	2015 ฿ million	%
Thailand	1,376	8.32	1,189	6.92	992	8.82	1,068	10.23	1,178	9.91
Singapore	17,157	103.79	17,394	101.24	11,349	100.86	10,421	99.81	11,741	98.81
Hong Kong	55	0.33	71	0.41	81	0.72	215	2.06	392	3.30
(Elimination of inter-company transactions)	-2,057	-12.44	-1,472	-8.57	-1,170	-10.40	-1,263	-12.10	-1,429	-12.03
Total Freight Income	16,531	100	17,182	100	11,252	100	10,441	100	11,882	100

*2018 figure restated based on TFRS15

Breakdown of Total Income by the Company and its Subsidiaries

Freight income	2019	2018*	2017	2016	2015
Regional Container Lines Public Company Limited	฿ million 1,216	฿ million 1,017	฿ million 835	฿ million 901	฿ million 998
Subsidiary companies operating in Singapore	US\$ million 54.6	US\$ million 54.1	US\$ million 49.6	US\$ million 51.2	US\$ million 58.1
Regional Container Lines Pte. Ltd.	493.7	481.9	283.6	243.0	283.7
Subsidiary company operating in Hong Kong	HK\$ million 13.9	HK\$ million 17.2	HK\$ million 18.5	HK\$ million 16.3	HK\$ million 22.4
Regional Container Lines (H.K.) Limited					

*2018 figure restated based on TFRS15

3. Logistics

The role of the logistics division is to offer our clients door-to-door services including customs formality, in-land haulage, warehousing, and other value-added services.

RCL Logistics' performance this year was below expectation due to various factors. The uncertainty of the US-China trade war has played a major role in our export volume this year. Subsequently, our main client has experienced approximately 10% decrease in total export volume which has a huge impact on our sales revenue. Not to mentioned, the strong Thai baht which also impact the country's overall export volume.

On the other hand, it is our pleasure to announce that we have managed to renew our contract with our key customer. We have observed their steady growth in export volume this year instead of a slightly dip last year. This was due to the new overseas market they have secured.

Throughout the year, we have been focusing on other alternatives for Thailand-Cambodia trade. We have secured close to 500 TEU's of canned beverages going through Aranyaprathet border instead of the normal sea freight to the port of Sihanoukville. Obstacles and challenges were there along the way which we had finally overcome.

While our team continues to serve our regular customer, we did not ignore the fact that the e-commerce business is growing very fast in Thailand. In August, we have established a joint venture company with N-Squared e-Commerce, a Southeast Asia's leading online distributor and turnkey ecommerce solutions provider who operates an end-to-end business model including commercial strategy, inventory procurement, fulfillment, importation, merchandising, customer service, digital marketing, and social commerce solutions.

The joint venture has been set up to mainly operate a fulfillment center for various e-commerce clients. The warehouse is located at close proximity to the Bangkok city area which helped to reduce delivery time. The current operations run with 30 full-time employees and another 20-30 part-time staffs depending on each month's campaign. Since operations, we have fulfilled over 300,000 online orders to local home address.

Looking forward, in 2020 we aim to expand our customer base by offering a one stop service door-to-door package to clients. This will enable production of higher margin as compared to offering just any one service alone, providing exporters and importers alike, with more conveniences and value add.

4. Major Developments during 2019

4.1 Human Resource

a) Employees

	31 Dec 2018	31 Dec 2019
Employees by country		
Thailand	282	291
Singapore	119	117
China	136	136
Hong Kong	29	29
Malaysia	52	55
Philippines	32	31
Vietnam	36	38
Myanmar	35	39
Total	721	736
Employees by corporate function		
Management	10	11
Business	88	92
Support	232	234
Agency	278	284
Operations	72	71
Logistics	41	44
Total	721	736

As at 31 December 2019, RCL Group has 736 employees on permanent contracts at RCL Offices in the regions, excluding part-time employees on temporary and relief assignments. Compared with 721 employees in 2018, there was an increase by 15 employees, representing 2.1% increase from the previous year.

b) Reshuffle of Headcount

The Business, and IT Group had increased staff to focus on IT development and strengthening business. The restructuring in Trade Department was carried out to further strengthen in customer services and to improve Big Data Analysis in the organization for the benefit of continuous development in terms of management, operation and better customer service.

Central Document Department recruited additional headcounts to extend support to locations for centralization of documentation processing. The initiative has assisted in relieving staff turnover, hiring matters and maximize the manpower for better utilization and higher efficiency.

In optimizing the manpower needs, employees' skills were upgraded in order to be rotated, to gain well-rounded knowledge in other roles within the organization. The focus on developing a more adaptable and multi-skilled work force, equips the company with the ability to schedule and arrange staff to best suit the business's needs as well as to remain dynamics and competitive alongside with the corporate's directions.

c) Employee in Functions

As at end 2019, 92 employees (2018:88) were in business function. Operations department has 71 employees (2018:72) and Logistics department has 44 employees (2018: 41); with RCL agencies having 284 employees (2018:278) within the Group's network. The remaining management and support staff being mainly attached to management team and corporate support departments located in Bangkok, Singapore, Shanghai and Hong Kong. Salary and manpower expenses increased by 7.6% in 2019 to USD 22.6 million (2018:USD 21 million).

d) Career, Training and Development

The key areas of focus were performance management, succession plan, rotation plan, talent and leadership development, which involved initiatives on talent acquisition, overseas assignment posting to garner experience, cross function training, RCL value chain on-the-job training for as long as 6 months, including leadership-skills development for career progression.

Whilst we introduced our on-line Performance Management System (ePMS) across the regions to monitor goals and performances, RCL was also mindful of our staff's general opinions of their working environment in RCL. Riding on this concern, we have embarked on our Employees' Survey to understand our employees better and to improve wherever appropriate. To continue employee development in 2019, we developed more training programs in Leadership, Managerial training and Technical training, as well as Good Governance, Anti-Corruption and Compliance Training. Also started launching online Technical training for the whole RCL Network. We recorded that we had 19 courses for Technical and 16 courses for Leadership and Managerial training and 11 online training with total number of 1,520 employees' participation in total 1,297 man-days.

e) Cultural & Core Values

The Company embedded RCL Culture and our ATRCL values for the whole year 2019, with the rolling out of ATRCL workshops throughout RCL Network, as well as initiated engagement programs to develop stronger culture.

4.2 Regions – Development

a) Geographical Offices

For 2019, Chennai office turned from 3rd party agency to a joint venture company during 1st quarter of 2019. The total numbers of geographical offices was thus increased to 69.

b) Service Development

In 2019, RCL successfully realized unit cost of key services although the bunker price has increased substantially. This was achieved by capitalizing economy of scale and rationalization with strategic consortium partnership. Service network enhancement in Intra-Asia linking China to Indonesia and Malaysia was introduced and RCL also started direct feeder service from Singapore, Port Klang to Calcutta.

4.3 Biz-Technology

Continuing from 2018, Year 2019 was still a year of changes in global technology. Many liner companies adopted new technology to improve their businesses and services, changed their systems and accepted new ideas to gain benefits. Example : Blockchain. Likewise for RCL, we adopted new technology and made continuous improvements in our existing systems too, including infrastructure and software.

In 2019, RCL IT implemented many projects to strengthen our Group's network and infrastructure. One of the key projects is adopting new authentication technology to enhance information/data security in preventing the business from cyber threats, which may disrupt the Group's operations. Following market's trend to hasten business expansion and reduce cost, RCL also embarked on another project which enhances the infrastructure, with tighter security in place to enable system collaboration with business partners.

In carrying out the same mission as in 2018, RCL's IT team implemented new projects and built tools to support the Group's business for better cost control management in this highly competitive market. For instance in freight rate revision - with the now rapid changing freight rates, business is required to have flexible tools to work with. The original tools system was quite rigid and thus RCL's IT has upgraded these tools timely to support more complex business structures and to be nimble at all times.

In addition our IT team made a significant progress in improving the customer service aspects through collaboration with business partners, especially in the China region to exchange information. Example: in booking or shipping instructions. This strategy is to facilitate speedy service in documentation and acceptance of a variety of electronic booking format requests. At the same time, our corporate website was also enhanced to provide more information, specifically in areas such as India, China etc.

Finally, our team adopted big data analytics to support business analysis of hidden patterns, market trends and consumer preferences amongst others for better decision making. Last but not least, RCL will continue to invest in IT technology to support our business as tools to increase revenue and reduce cost.

4.4 Ship Management

In 2019, RCL's ship management division successfully carried out the following tasks that were previously planned:

a) Training for familiarization of Electronic Chart Display and Information System (ECDIS)

Prior to installation of ECDIS and regardless of existing or new vessels, a type-specific training is to be provided by manufacturers for masters and deck officers. The training can be done by manufacturers' representatives or computer-based training (CBT). In 2019, RCL Shipmanagement continued to train new junior deck officers of existing vessels and in addition, ECDIS training were also provided for those on board new RCL's vessels.

b) Data Collection System (DCS)

As required by IMO's Marine Environment Protection Committee (MEPC), the yearly data on total distant travelled, fuel used and cargo carried is to be submitted to IMO (through flag Administration or Classification Society). Annual data from all vessels were recorded and submitted at the end of 2019 to Classification Society for verification. Subsequent to data submission, the Statement of Compliance will be issued by Classification Society to all ships before end of May 2020.

c) 0.50% Sulphur limit in China

In 2019, all RCL ships operating in Chinese coastal waters were fully complied with local laws on burning compliant fuel with Sulphur content less than 0.50% m/m.

d) Installation of Exhaust Gas Cleaning System (EGCS) or Scrubber

RCL has successfully installed EGCS on 2 new ships and 2 existing ships.

e) Global Sulphur Cap 2020

The regulations limiting the sulphur content of marine fuels for ships are specified in Regulation 14 (Sulphur Oxides (SO_x) and Particulate Matter (PM)) of Annex VI of MARPOL 73/78, in which the sulphur content limit has been gradually tightened from 3.5% to 0.5% for open sea area with effect from 1 January 2020.

Shipmanagement division developed a ship-specific guidance called "Ship Implementation Plan - SIP" for ships to ensure that they were ready to store and use fuel oil with low Sulphur content. The plan includes tank cleaning, fuel oil separation and segregation of fuel oil, fuel oil treatment, monitor performance of machinery and equipment, purchasing of fuel oil and crew training. Tank cleaning (either manual cleaning or using additives) were carried out since the middle of 2019 and will be completed before 2020.

Plans for 2020**a) Global Sulphur Cap 2020**

It will be an up-hill task for ship owners in the beginning of 2020 because the local authorities are obliged to ensure that ships calling their ports carry compliant fuel on board ship. It is important to train master and ship crew to collect oil samples accurately during bunkering, secure proper documentation and deal with local inspectors. Samples of in-use fuel oil will be taken by inspector to local laboratory to ensure compliance.

b) Installation of Exhaust Gas Cleaning System (EGCS) or Scrubber

In 2020, total 4 ships will be installed with EGCS.

c) Ballast Water System (BWS)

According to RCL's schedule, a total of 3 ships will be installed with BWS in 2020.

d) Maritime Cyber Risk Management

The IMO's maritime safety committee recognizes the urgency to raise awareness on cyber risk threats and vulnerabilities to support a safe and secure shipping environment, which is operationally highly exposed to cyber risks. Shipowners and all other maritime industry stakeholders should expedite work towards safeguarding shipping from current and emerging cyber threats and vulnerabilities.

According to IMO, an approved safety management system should take into account cyber risk management in accordance with the objectives and functional requirements of the ISM Code. The said system should be implemented no later than the first annual verification of the company's Document of Compliance after 1 January 2021.

5. Future Plans

The US and China has reached an agreement on “phase one” trade deal and this removes certain risks for shipping industry. Caution optimism appears base on macroeconomic indicators signaling a gradual improvement in terms of trade growth for Asia Pacific Region and activity in emerging market and developing economies which RCL is operating in. Regardless of the uncertainties from different aspects, such as risks relating to geopolitical tensions, China environmental protection policy, US protectionism policy, trade tensions and the additional cost of 2020 Sulphur switch,. RCL will continue to work on our unit cost strategy and stay focus in our growth planning for 2020. The Group is positioned to capitalize on positive regional trade environment, to strategize, enhance and expand on RCL’s network coverage. We will continue to improve on our cost competitiveness, strengthen our niche expertise and to manage trade, equipment flow efficiently. We will focus in serving our customer and meeting their requirement.

It is expected that the challenging environment resulting from the fluctuating ocean freight and the drive for digitalization environment for shipping industry will probably continue into 2020. However, RCL is nonetheless cautiously optimistic on its performance as always.

RCL viewed that our niche market remains and to develop on secondary ports is no doubt in our pipe line. With growth prospect and our flexibility in operating own vessels and chartered vessels, RCL is confident in lifting the Group’s operating cost competitiveness and enabling us to work on growth opportunity.

The Group will continue to focus on previous year’s successful strategies giving rise to our unit cost efficiency. This will be managed by both internal operational efficiency and external synergy with selective partners.

Our external synergies will involve more businesses with potential partnerships to further enhance service network coverage, to increase trade connectivity and to achieve economy of scale in our operations through a competitive cost base structure.

Risk Factors

The Group Management Committee embraces a top-down and cross-functional approach for purpose of evaluating and managing the Group's risk factors.

Having established its sub-committee, namely Risk Management Committee comprising Executive Vice President (Operations), Executive Vice President (Business) and Executive Vice President (Group Finance & Account and IT), these groups of top management are tasked with the responsibility of driving business results and are accountable for the associated risks. The sub-committee has identified three major risk areas that may adversely affect our Group's business and performance. They are Business Risk, Financial Risk and Operation Risk.

1. Business Risk

1.1 Economic and Market Risks

As our Group provides feeder services between 'hub and spoke ports' and operates as a regional liner of carrier-owned-containers, business and results of operations depend very much on the strength of both global and regional trade. Adverse macro-economic conditions and business contractions in the markets in which our Group operates, can hamper shipment demand and pose downward pressure to freight rate.

For year 2020, the global economy looks poised to slow growth compared with that of 2019, it is caused by the effect of Trade War and geo-political issues, although the growth is still above potential in most developed economies in Asia, India Sub-Continent and Gulf.

However, our Group remains vigilant to cope with any potential adverse situations and makes decisive actions to adjust our business strategies appropriately in order to adapt to the current and upcoming circumstances. Though we can exercise limited measures to counter the global economic downturn and volatility in trade markets, we are continuously exploring avenues to improve our market position and new business opportunities. Efforts were made to reduce this risk by continually improving efficiency of our operations.

1.2 The shrinking on SOC market

With more and more direct calls of Long-haul services to Asian Ports and more aggressive expansion in Intra Asia trade from Main line Operators, the demand for SOC service is shrinking year by year, the oversupply of SOC capacity also adds pressure on SOC freight rate. This will be one of the risks for the ROI of the shuttle services which depends heavily on SOC business.

1.3 Imbalance of Demand & Supply

Extraordinary negative market conditions, such as deterioration in global trade activities and the region, can result in demand slump and thus sharp decline in lifting volumes. Depressed demand and imbalance in cargo volume between import and export trade in any country, are key risk factors in the marine transportation market. Such unfavorable circumstances, combined with over-supply of the tonnage and reduced growth in the world seaborne trade, low freight rates as well as intensified competition among operators of both liners and feeders' services, compelled them to take lower profit margins. In addition to competing with lower freight rate, the Group will have to achieve the lowest cost of operations regarding the imbalances of supply and demand of containers.

Our Group acknowledged these challenges and has implemented various mitigation strategies. Strict monitoring and controlling of costs remain vital elements to assure profitability and a solid basis for the future growth of our business.

1.4 IMO 2020 Impact on Bunker Cost

The introduction of the low sulphur bunker fuel from January 1 is estimated to increase 30-40% of fuel bill for container carrier in 2020. This will be a big challenge for carriers to increase the freight tariff and bunker surcharge and offset the incremental cost in 2020.

Decreasing bunker cost is a key factor in the transportation industry. Bunker costs constitute a significant percentage of the operating cost for shipping lines. Traditionally, bunker surcharges have always been applied by transportation companies as cushions against impacts of increases in fuel costs. However, the bunker surcharge application is subject to the market environment.

In relation to oil price, the Group has taken protection against the higher price risk with the physical purchase contract within the certain limit in accordance with the Group's policy. The physical bunker forward purchase policy which blends interval forward with spot purchase has provided the Group with a less risk exposure to oil price.

Scrubber retrofitted on our own ships is one of the measures mainly adopted to reduce the consumption on low Sulphur bunker fuel.

In 2019, the Group still focused mainly on bunker consumption savings while relying on improvements derived from ports efficiency. Our ship operations team aimed for short port stay, whenever possible, thus enabling our vessels' steaming to operate on the most economical speed, resulting in lesser fuel consumption.

2. Financial Risk

2.1 Currency Risk

Our Group's revenues are based on the US Dollar via an established pricing mechanism. Freight rates are quoted in US Dollars whilst freight revenues are collected either in US Dollars, or in the corresponding amount of loading port currencies. Our Group's operating costs are predominantly in US Dollars with the balance proportionately distributed among major loading port currencies (such as Thai Baht and Singapore Dollar).

Whilst the pricing mechanism is embedded, our cash flow in 2019 was slightly affected by the currency appreciation of approximately 6% in one of the major loading port currencies (such as Thai Baht). Nevertheless, the risk from the currency fluctuation did not have a major impact on our cash flow from operations, due to the fact that our main assets being container vessels, were bought and sold in US Dollars. Furthermore our loan portfolios, as well as fixed assets are mainly in US Dollars denomination. With the exception of certain accounting translation effects, our Group has been able to enjoy a natural foreign exchange hedging.

2.2 Interest Rate Risk

Our Group is exposed to interest rate risk due to the nature of the vessel financing loan requirements. In order to reduce the exposure in the volatile economy, we have partially secured our long-term obligations with fixed interest rate since 2015.

Our Group's total borrowings, as at year ended 2019, combining both short term and long term constituted up to Baht 4.5 billion. The portion of fixed interest rate loan is approximately 20% or Baht 838 million of the total borrowings.

2.3 Vessel Valuation Risk

Vessels are the Group's key fixed assets and resources for operation. The value of vessels fluctuates according to the global economy - appreciates with the upturn and adversely drops with the downturn.

2.4 Funding Risk

The financial and economic crisis during the past years had adversely impacted the shipping industry, thus reducing the availability of ship finance. However, the Group was able to raise new debt from local market as well as international market and garner support from the financing community.

3. Operation Risk – Risk on Managing the Fleet

3.1 Safety and Navigational Risk

Risk management is a structured and systematic methodology, aimed at enhancing maritime safety, including protection of life, health, the marine environment and property, by dealing with the risks associated with these aspects. Risk on Ship Management provides the tool to judge how best hazards can be identified and how these hazards or risks can be dealt with while performing shipboard/shore operations. It pre-warns persons concerned to take appropriate and adequate measures to mitigate the risk involved in a work activity.

As for risk assessment and safety practices, the Group provided procedures for safe practices in ship operation and a safe working environment, referred to “Code of Safe Working Practices for Merchant Seaman” and other best practices in maritime industry. The Group identified risk to ship personnel and environment. Risks we foresee in 2020 are as follow :

Navigation (collision) - Recent statistics showed the great number of collision cases in this region and its consequence was unpredictable. The intense traffic and adverse weather condition in some large ports are major causes that contribute to navigation risks.

Crew injury - Even with shipboard management crew having carefully conducted risk assessment and adopted additional measures to eliminate or mitigate the possible causes that lead to injury, a numbers of work-related accident were still reported. This in turn caused delay in the operations.

We will improve our safety management system to establish more appropriate safeguards including the review of procedures implemented. The Group also provided training for shore personnel to continuously improve their safety-management skills and be prepared for emergency situations. In addition, spot training on board our ships and in-house training will be carried out continuously.

3.2 Implementation of the BWM Convention

This has been a landmark towards clean seas involving the installation of enormous treatment plants to prevent impact of invasive marine species unwittingly being moved into ships' ballast water tanks. Over 60,000 vessels need to be retrofitted with Ballast Water Treatment System (BWTS) between now and the end of 2024. All systems to be installed on vessels need to be IMO approved.

3.3 Risk of Piracy

Piracy in the Straits of Malacca has long been a threat to ship owners and the mariners. In recent years, coordinated patrols by Indonesia, Malaysia, Thailand, and Singapore along with increased security on vessels have resulted in a sharp downturn in piracy. Geographically, the Straits of Malacca was and still is an important passageway between China and India, used heavily for commercial trades. It is on the route between Europe, the Suez Canal,

the oil-exporting countries of the Persian Gulf, and the busy ports of East Asia. It is narrow, contains thousands of islets, and is an outlet for many rivers, making it ideal for pirates to evade capture, thus very susceptible to piracy. Piracy in the Straits of Malacca was not only a lucrative way of life but also an important political tool. Prior to entry into High Risk Area such as the Malacca Straits, Masters and ship crew are advised to strictly maintain the security watch, include all essential emergency contacts and report to the company while entering-leaving this High Risk Area.

3.4 Machinery performance deterioration or damage

Due to the change of properties of low-sulphur fuel oil, excessive wear of piston ring and cylinder liner of main engine and auxiliary engines, decrease in the thickness of lubricating oil film on cylinder wall and other unforeseen incident on other equipment may occur. The management division has developed and implemented procedures called "Ship Implementation Plan" to mitigate the negative effect due to the use of low-sulphur fuel oil. The plan includes fuel treatment, monitoring and reporting on the machinery and crew training.

3.5 Bunker saving strategy

This comprises running vessel with optimum speed in order to maintain schedule integrity, ensure the vessel runs economically or otherwise run on slow steaming or blank sailing in order to save bunker consumption.

3.6 Shorten port stay strategy

Most of ports in Intra Asia of which are mainly service ports in our network, i.e. China, Singapore Hong Kong and Malaysia are still facing a lot of challenges in daily operations. SOP for the handling process of the terminal operator risk, i.e. Maximize Crane Intensity with Sufficient Stowage Instruction, are been addressed and co-operation being established with team, Terminal Location and HQ.

Management Discussion & Financial Analysis

The company operates on three core lines of business, namely Shipper-Owned-Container (SOC), Carrier-Owned Container (COC) and Value-added services. The geographical business scope is Asian-centric with business activities covering North East Asia, South East Asia, the Sub-continent and Middle East.

Results of Operations

The demand of container shipping market grew moderately at 2.5% in 2019, while the supply of net capacity growth was at 3.8%. However, the supply growth was also mitigated in the segment of large size ships owing to many large size ships being sent to shipyards for scrubber retrofiting. The gap between supply and demand was therefore narrowed substantially, particularly for ship with size above 5,500 teus but not for those of size below 5,500. With the shortage of large size ship, the time charter rate thus rose substantially.

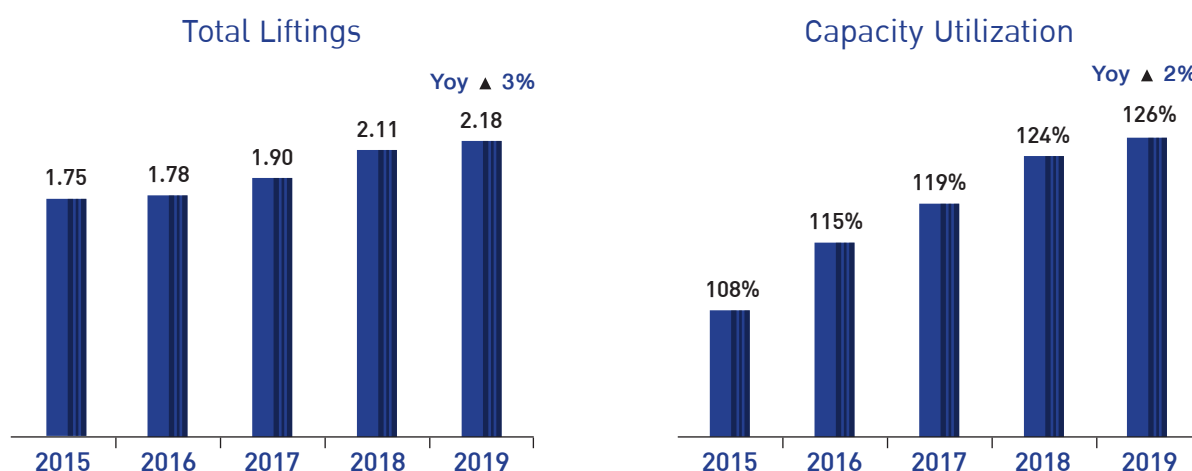
The increase of charter fee in the 2nd half of 2019 added pressure on the running cost of shipping lines. The Group focused strongly on cost control, service rationalization and cargo mix as being the main strategy for operating. These were the key factors contributing to the positive results of operations in this year.

In 2019, SOC liftings was 0.91 million TEUs, increased by 5% from year 2018. COC liftings was 1.27 million TEUs, increased by 2% from year 2018. The total liftings increased by 3% to 2.18 million TEUs, while overall utilization was 126% in 2019.

Despite the increase in lifting, the consolidated revenues from freight income for the year was Baht 16,531 million reducing from Baht 17,181* million in 2018, because of the deterioration in freight rate. Total revenues also decreased by 4% to Baht 16,709 million in 2019 compared to Baht 17,481* million in 2018.

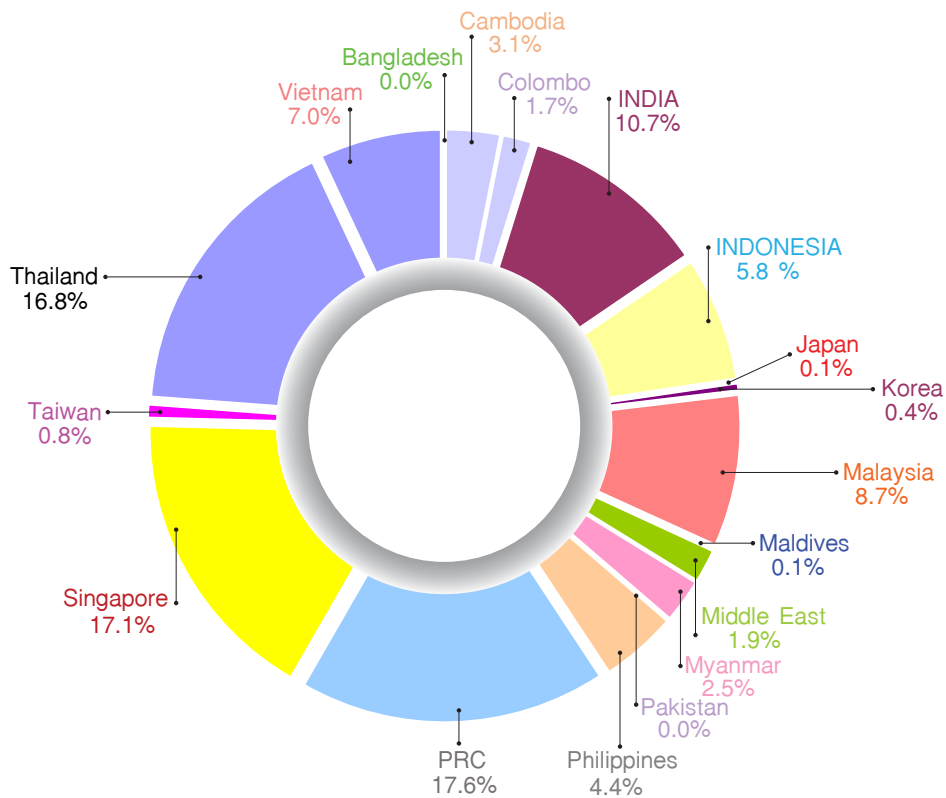
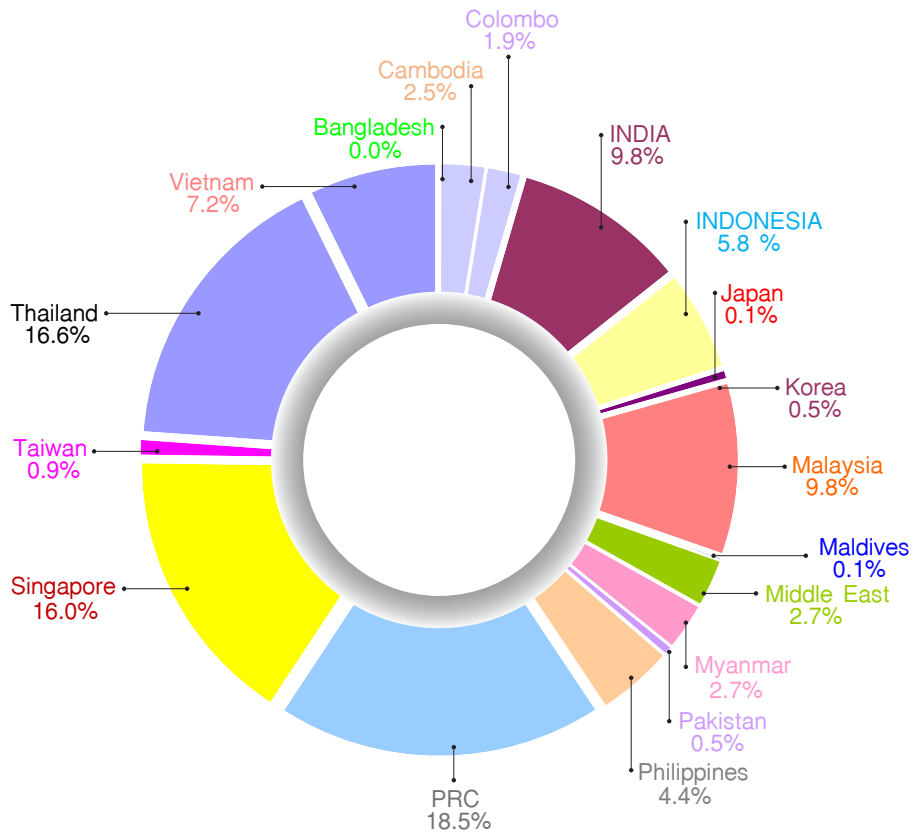
In 2019, the year-on-year average rate for the Thai Baht strengthen against the USD, as our Group's revenues and majority of its costs were denominated in the US dollar. For 2019, the Group recorded an exchange gain of Baht 40.3 million as compared to the exchange gain of Baht 74.0 million in 2018.

*2018 figure restated based on TFRS15



Trade Composition

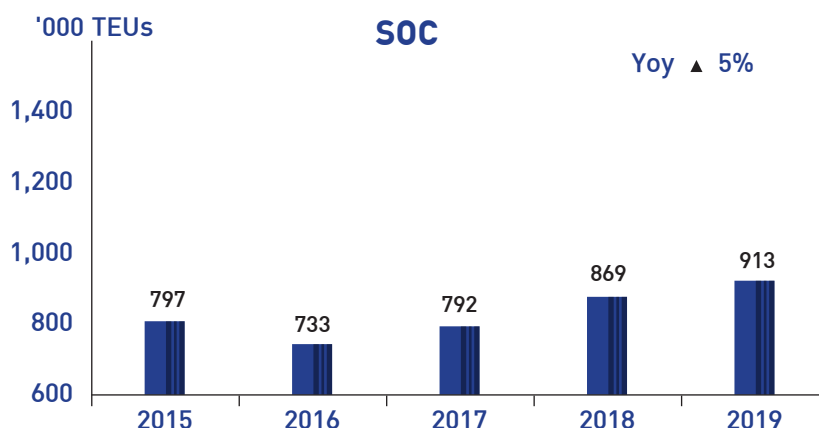
Total lifting (2018) 2,110,899 TEUs



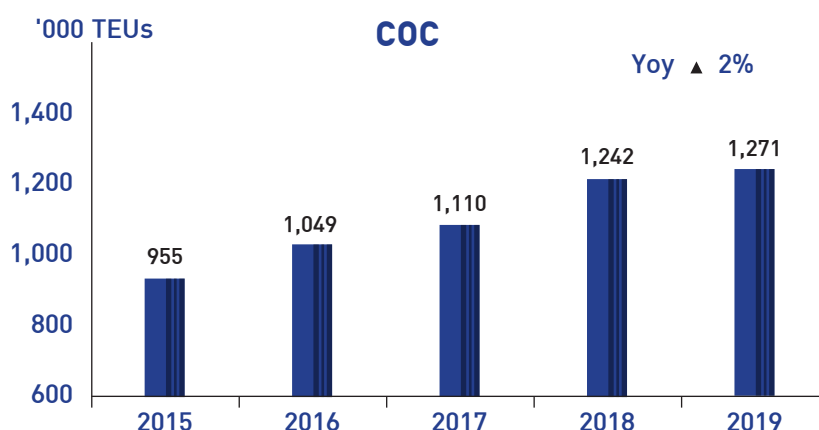
Total Lifting (2019) 2,183,995 TEUs

Operational Overview

SOC Liftings



COC Liftings



Freight Rates

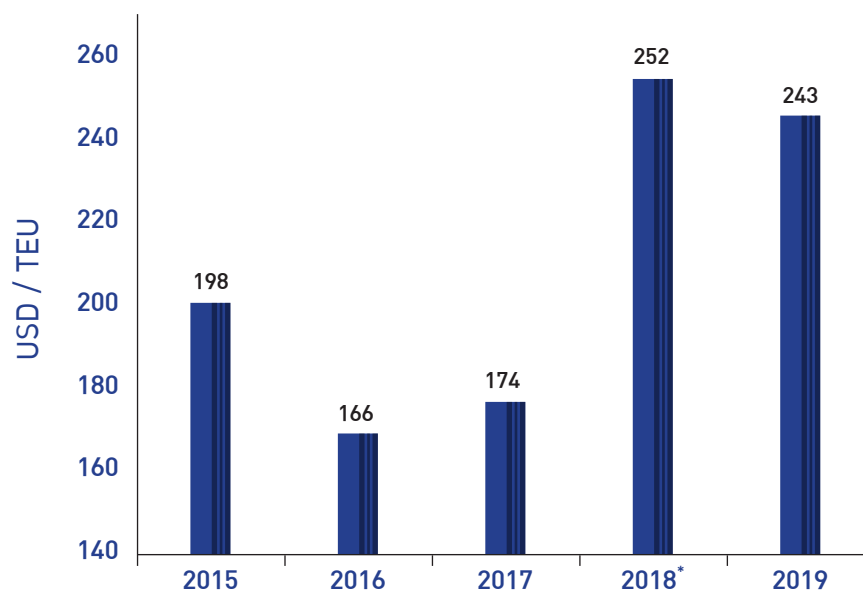
In the shipping industry, freight rate fluctuations are highly influenced by business demand and capacity supply. In addition, freight rates in the different Intra-Asia corridors are also particularly dependent on the individual carrier's business objectives. Different carriers will view a trade corridor differently depending on their own business needs. Some carriers will see a certain port pair as a core segment. Others will see the same corridor as secondary trade while another group will use the corridor for container equipment repositioning. The different views will lead to the different ways that carriers price their business in the trade.

In addition to supply-demand factor, freight rate depends on future economies of scale, market sentiment and potential capacity management tactics of carriers, in particular their potential to cascade ships to and from the east-west trade alongside deliveries of new buildings into the market.

With China - US Trade War, many manufactories migrated from China to South East Asia. At the same time, many carriers introduced extra tonnages into Intra Asia market causing the freight rate to drop quite substantially. The freight rate was seriously impacted particularly in Q3 of 2019 even though the freight increased in the trading routes of India ISC and Middle East during the 2nd half of 2019. Against the above backdrop, RCL's freight rate in 2019 was still lower than that of 2018.

RCL Freight Rate Movement

The average freight rate in 2019 was USD243 per TEU when compared with USD252 per TEU in 2018.



*2018 figure restated based on TFRS15

Profitability

US\$ per TEU	Year 2015	Year 2016	Year 2017	Year 2018*	Year 2019
Average Freight income	198	166	174	252	243
Average Cost of freight and operations	182	170	158	245	235
Gross Margin	8%	-2%	9%	3%	3%

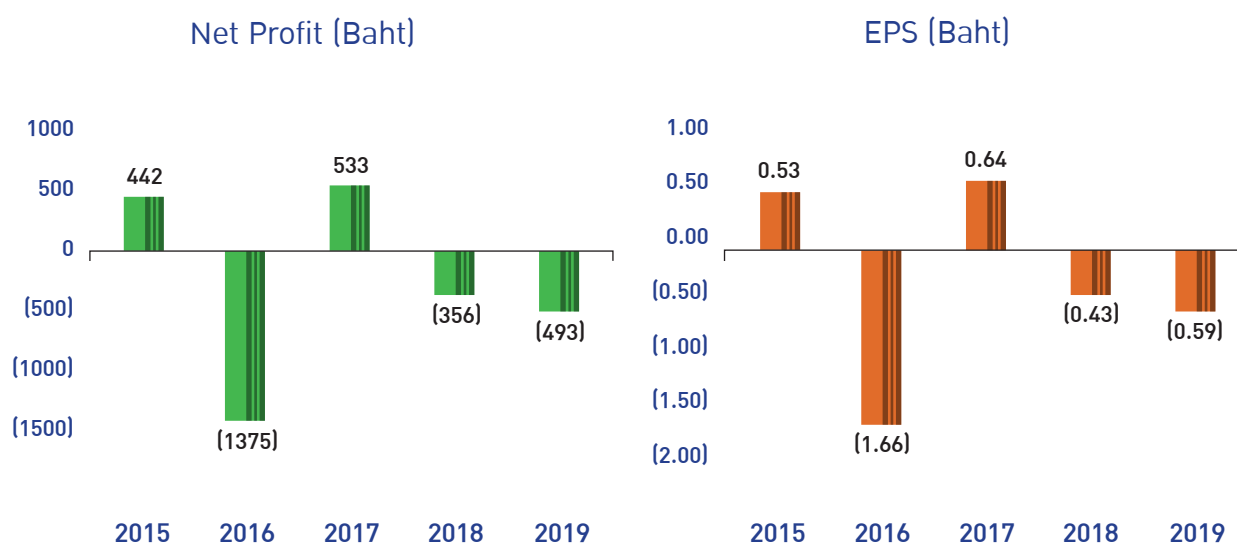
*2018 figure restated based on TFRS15

In 2019 the freight has gradually increased from \$238/Teu in the first quarter to \$245/Teu in the second quarter but dropped sharply to \$234/Teu in the third quarter but in the fourth quarter the freight increased significantly to \$257/Teu.

US\$ per TEU	1Q19	2Q19	3Q19	4Q19	Year 2019
Average Freight income	238	245	234	257	243
Average Cost of freight and operations	225	230	237	247	235
Gross Margin	5%	6%	-2%	4%	3%

Although the liftings increased in 2019, the Cost of freight and operations decreased from Baht 16.71* billion in 2018 to Baht 15.95 billion in 2019.

*2018 figure restated based on TFRS15



For the full year of 2019, the group recorded a net loss of Baht 492 million attributable to equity holders of the Company, compared to a net loss of Baht 358 million in 2018.

Loss per share for 2019 was Baht 0.59, compared to a loss per share of Baht 0.43 in 2018.

Financial Condition

Total assets decreased by 7% to Baht 17.0 billion. Total shareholders' equity decreased 12% to Baht 7.4 billion. Cash flow from operations was positive at Baht 1,285 million in comparison to the positive of Baht 1,262 million, the year before. As at 31 December 2019, the Group held cash and cash equivalent amounted to Baht 1.1 billion, a decrease from Baht 1.2 billion in 2018.

The 2019 EBITDA was Baht 1,318.1 million, compared to EBITDA of Baht 1,470.4 million in 2018.

Computation of EBITDA	2019	2018
Profit / (loss) before taxation	(482.2)	(348.6)
Add: Impairment loss of assets / Provision for loss under onerous contracts	36.3	49.9
Less: Reversal of impairment loss of assets/ provision for loss under onerous contracts	-	(73.2)
Less: Unrealised (gain) / loss from changes in fair value of derivatives	7.3	1.7
Add: Interest	324.8	249.5
EBIT	(113.8)	(120.6)
Add: Amortisation	-	-
Add: Depreciation	1,431.9	1,591.0
EBITDA	1,318.1	1,470.4

In the past year, the Group witnessed fluctuations of the Thai Baht against the US dollar. Nevertheless, the Group was not so overly affected as freight charges were priced in US dollars and paid in local currency equivalents. A natural foreign currency hedge was created by matching the currency of income flows (linked to the US dollar) to the currency of indebtedness. This mechanism was a key factor that enabled the Group to manage its foreign exchange exposure. Most of the loans extended to the Group were thus denominated in currencies similar to that of its income flows.

The Group's cash position stood at Baht 1.1 billion as at end 2019. The year-end trade accounts receivables decreased from Baht 2.3 billion in the previous year to Baht 1.9 billion in 2019. Cash and trade account receivables accounted for Baht 3.1 billion, or 82.84% of the total current assets.

Total current assets decreased from Baht 4.32 billion in 2018 to Baht 3.71 billion in 2019.

Non-current assets accounted for 78.24% of the total assets. The majority of non-current assets comprised vessels, container and equipment which amounted to Baht 12.5 billion as at end 2019.

Capital Structure

As at end 2019, total liabilities were Baht 9.6 billion versus Baht 9.9 billion in 2018. Shareholders' equity decreased 11.93% from Baht 8.4 billion in 2018 to Baht 7.4 billion in 2019 of which THB 509 million caused by negative translation adjustment from USD to Thai Bath. Total debt to shareholders' equity increased from 1.18 to 1 in 2018 to 1.30 to 1 in 2019. Debt increased from additional loan for new vessels and scrubber.

Shareholding & Management Structure

Shareholding Structure

List of 10 Major Shareholders as at 28th March 2019

No.	Name	No. of Shares	%
1.	Ngow Hock Group	387,770,337	46.80%
2.	Tanthuwanit Family	70,871,050	8.55%
3.	Mr.Thirachai Kirtitechakorn	23,650,000	2.85%
4.	Mr.Thirapong Tunthitaruk	20,484,400	2.47%
5.	Tisco Securities Co., Ltd.	20,000,000	2.41%
6.	Mr. Nattapat Rangsun	10,855,900	1.31%
7.	Bhureemas Navee Co., Ltd.	10,600,060	1.28%
8.	Ms.Thitirat Rasrivisut	9,600,000	1.15%
9.	Thai NVDR Company Limited	8,484,547	1.02%
10.	Mrs. Mayuree Wongkaewcharoen	8,300,000	1.00%

1. Ngow Hock Group comprises 4 companies as follows:

	No. of Shares	%	Principal Activities
Ngow Hock Co., Ltd.	208,812,500	25.20	Ship agent
Panjamitr Holding Co., Ltd.	153,311,587	18.50	Investment holding
Ngow Hock Agency Co., Ltd.	24,426,250	2.95	Ship agent
Sintanachote Co., Ltd.	1,220,000	0.15	Container Depot

2. List of 5 major shareholders of Ngow Hock Co., Ltd.

	Number of Shares	%
Bulsook Family	26,167	26.17
Tanthuwanit Family	24,968	24.97
Allied Assets Co., Ltd.	12,973	12.97
Sotikul Family	11,855	11.86
Bulkul Family	6,462	6.46

(Total number of shares of Ngow Hock Co., Ltd. is 100,000 shares at par Baht 200 each.)

3. List of 5 major shareholders of Panjamitr Holding Co., Ltd.

	Number of Shares	%
Bulsook Family	261,670	26.17
Tanthuwanit Family	249,680	24.97
Allied Assets Co., Ltd.	129,730	12.97
Sotikul Family	118,550	11.86
Bulkul Family	64,620	6.46

(Total number of shares of Panjamitr Holding Co., Ltd. is 1 million shares at par Baht 1,000 each.)

4. List of 5 major shareholders of Ngow Hock Agency Co., Ltd.

	Number of Shares	%
Bulsook Family	26,167	26.17
Tanthuwanit Family	24,968	24.97
Allied Assets Co., Ltd.	12,973	12.97
Sotikul Family	11,855	11.86
Bulkul Family	6,462	6.46

(Total number of shares of Ngow Hock Agency Co., Ltd. is 100,000 shares at par Baht 10 each.)

5. List of 3 major shareholders of Sintanachote Co., Ltd.

	Number of Shares	%
NH Prosperity Co., Ltd.	4,245	49.94
Panjamitr Holding Co., Ltd.	2,126	25.01
Ngow Hock Agency Co., Ltd.	2,125	25.00

(Total number of shares of Sintanachote Co., Ltd. is 8,500 shares at par Baht 10,000 each.)

Management

1. **The Board of Directors** comprising at least 5 and not exceeding 10 members. As at 31st December 2019, the Board of Directors comprised 9 members as follows:

Mr. Jamlong Atikul	Chairman (Non-Executive Director)
Mr. Sumate Tanthuwani	Managing Director
Mr. Hartwig Schulze-Eckardt	Director (Executive Director)
Mr. Kua Hock Eng	Director (Executive Director)
Mr. Sutep Tranantasin	Director (Executive Director)
Mr. Charlie Chu	Director (Executive Director)
Mr. Amornsuk Noparumpa	Director (Independent Director)
Mr. Viset Choopiban	Director (Independent Director)
Mrs. Arpavadee Meekun-lam	Director (Independent Director)

Authorised directors to sign the documents for and on behalf of the company are any two of the following jointly with the affixture of the company seal thereon: Mr. Sumate Tanthuwani or Mr. Jamlong Atikul or Mr. Sutep Tranantasin.

The Board of Directors is entrusted with the accountabilities prescribed as highlighted below:

- (a) To operate the business in compliance with the laws, the Stock Exchange of Thailand's regulations, the Company's objectives and the Articles of Association, as well as by shareholders' resolutions.
- (b) To be responsible for defining the policy framework and direction of the Company; monitoring and supervising the management to successfully and effectively operate the business in line with the defined policies and directions.
- (c) To be responsible for selecting and appointing and/or terminating the services of the Manager(s) of the Company, the Audit Committee and other committees.
- (d) The directors are empowered to do any act in order to acquire, purchase, sell, mortgage, pledge, make legal binding to the immovable and moveable properties for the Company's business, and shall be empowered to hire out the immovable property for a period exceeding 3 years.
- (e) The directors may act as guarantor or surety in the name of the Company in accordance with the objectives of the Company.
- (f) The directors are empowered to make juristic act with the government department, ministry or relevant authorities.

The directors shall be elected in the Annual Shareholders' Meeting according to the following criteria's and procedures:

- (a) One shareholder shall have one vote for each share.
- (b) Each shareholder shall exercise all the votes he has under (a) to elect a person or several persons to be directors; but he/she cannot split his/her votes to any person to any extent.
- (c) Persons receiving most votes will be appointed directors, in descending order, to the number of directors to be elected. In case of equal votes for the last to be elected, the presiding chairman shall cast the vote.

At the Annual Shareholders' Meeting, one-third of directors must retire from office. The retiring directors are eligible for re-election. The meeting of the shareholders may pass a resolution to remove any director from office prior to expiration of his/her term, provided that such resolution has been passed by the majority of not less than

three-fourth of shareholders attending the meeting and holding the total number of shares of not less than half of shares held by shareholders attending the meeting.

Nomination & Remuneration and Corporate Governance Committee will select the persons nominated for directorship, taking into account their expertise experience in the areas contributory to the business operation of the Company.

The Company has defined “an independent director” of the Company (please refer to item 5 of the Report on Corporate Governance - Responsibilities of the Board). The Board of Directors comprises a proportion of at least 3 independent directors.

2. The Audit Committee comprises following 3 independent directors:

Mr. Amornsuk Noparumpa	Chairman of the Audit Committee
Mr. Viset Choopiban	Committee Member
Mrs. Arpavadee Meekun-lam	Committee Member

whose current term in office will expire in May 2022.

The Audit Committee has a 3-year term in office with the scope and authority as stipulated in the Charter:

- (a) Ensure that the financial reports of the Company are correct with sufficient disclosure of the information;
- (b) Review the internal control systems to ensure that the Company has effective internal control systems and transparency;
- (c) Review the operations to ensure compliance with the Securities and Exchange Act as well as other relevant laws;
- (d) Review disclosure of information relating to connected transactions to ensure accuracy and Completeness;
- (e) Consider the appointment, removal of the Company’s external auditors, review the annual audit fee and recommend to the Board to propose to the Shareholders’ Meeting; and
- (f) Give an opinion to the appointment, removal or transfer of the Head of Internal Audit as well as the appointment of Secretary to Audit Committee.

The Audit Committee has presented the quarterly report to the Board of Directors, as well as report to the Shareholders published in the Annual Report. Mrs. Arpavadee Meekun-lam, Audit Committee member, has possessed knowledge in accounting and adequate experience in reviewing the credibility of the financial statements.

In addition to the scope and authority as stipulated in the above charter, the Audit Committee was entrusted by the Board of Directors to supervise the corporate risk management function.

3. The Nomination & Remuneration and Corporate Governance Committee comprises a minimum number of 3 but not more than 4 members from independent and non-executive directors. The current Committee comprises 3 independent directors as follows:

Mr. Viset Choopiban	Chairman
Mr. Amornsuk Noparumpa	Committee Member
Mrs. Arpavadee Meekun-lam	Committee Member

whose current term in office will expire in August 2020.

The Nomination & Remuneration and Corporate Governance Committee has a 3-year term in office. The duties and responsibilities are summarized as follows:

- a) **Nomination** : consider and propose the criteria and method for the nomination of the Company's directors, Board's sub-committees and senior management; recruit, select and nominate the qualified persons to be appointed as the Company's directors, sub-committees and senior management to the Board of Directors for consideration; consider and propose the criteria and method for the performance evaluation of the Company's directors, CEO / Company's Managers.
- b) **Remuneration** : consider and propose the criteria and method for the remuneration of the Company's directors, Board's sub-committees and senior management; review the policy and structure for the remuneration of the Company's directors, Board's sub-committees and senior management, and to propose to the Board of Directors for consideration.
- c) **Corporate Governance** : establish clear leadership role and responsibilities of the Board, define objectives that promote sustainable value creation, strengthen board effectiveness, ensure effective CEO and people management, nurture innovation and responsible business, strengthen effective risk management and internal control, ensure disclosure and financial integrity and ensure engagement and communication with shareholders.

4. The Group of Management Committee comprising 9 members of executive directors and top management as at 31st December 2019 as follows:

Mr. Sumate Tanthuanit	President
Mr. Hartwig Schulze-Eckardt	Executive Director
Mr. Kua Hock Eng	Executive Director
Mr. Sutep Tranantasin	Director & Executive Vice President (Operations)
Mr. Charlie Chu	Director & Executive Vice President (Business)
Ms. Nadrudee Rungruengphon	Executive Vice President (Group Finance & Accounts and IT)
Mrs. Suporn Amnuaypan	Senior Vice President (Group Human Resources and Business Process Management)
Mr. Twinchok Tanthuanit	Senior Vice President (Chief of Regions, Operations & Business Development)
Mr. Chatgamol Phitaksuteepong	Vice President (Group Information Technology)

The Group Management Committee is entrusted with the following accountabilities:

- (a) Implement strictly the overall management policies and strategies for the Group ; formulate business plan / marketing strategies ; determine service routes and vessel deployment.
- (b) Formulate investment / funding plans / acquisition of vessels / chartering in and out arrangements.
- (c) Approve the Group's annual budget.
- (d) Review the issues in relation to group business operations for obtaining Board's approval.
- (e) Apply industry experience and knowledge in ways that will continue to create growth and value for shareholders and stakeholders.
- (f) Achieve the Board's objectives, monitor both the performance of the Group in relation to its financial objectives, major goals, strategies and competitors; and offer the President constructive advice and feedback.

- (g) Assure that the Company's Management Committee and employees perform their duties legally and ethically with loyalty.

The Group Management Committee has established a sub-committee, namely Risk Management Committee comprising the Chief Officer of each line of command as follows:

Mr. Sutep Tranantasin	Director & Executive Vice President (Operations)
Mr. Charlie Chu	Director & Executive Vice President (Business)
Ms. Nadrudee Rungruengphon	Executive Vice President (Group Finance & Accounts and IT)

The above sub-committee has meetings regularly and updates the risk management status to the Audit Committee Meeting for their review in every time of the quarterly meetings.

Details of Risk Management Policy, Committee and Authority and Responsibilities of the Risk Management Committee is disclosed in the Company's website at <http://www.rclgroup.com>.

Dividend Policy

The Company has set 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 general meetings.

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

Report on Corporate Governance

The Company recognizes the importance and responsibilities towards all its shareholders and stakeholders. In addition, the Board of Directors places great emphasis on the importance to comply with the corporate governance principles in order to increase the confidence of shareholders, investors and all parties involved. Thus, Corporate Governance Policy, Business Ethics, Employee Code of Conduct were reviewed and disclosed on the Company's website to publicize and communicate with outsiders and RCL group's employees for acknowledgment including encouraging them to participate in the implementation of such policies.

In order to promote and support RCL's corporate governance, the Nomination & Remuneration Committee was in 2018, tasked with additional roles to cover the scopes of Corporate Governance. With this move, the committee adopted a new name which is the "Nomination & Remuneration and Corporate Governance Committee". These additional roles are as follows:

- Establish clear leadership role and responsibilities of the Board
- Define objectives that promote sustainable value creation
- Strengthen board effectiveness
- Ensure effective CEO and people management
- Nurture innovation and responsible business
- Strengthen effective risk management and internal control
- Ensure disclosure and financial integrity
- Ensure engagement and communication with shareholders

As the company more focus on good corporate governance, it results the company CGR Assessment Score of the 2019, "very good" (4 stars) while in 2018, it resulted "good" (3 stars).

RCL's Corporate Governance Policy is basically categorized under 5 sections as follows:

1. Rights of Shareholders

The Company protects its shareholders' statutory rights and provides sufficient information on its business operations, whilst promoting good communication with its shareholders.

The Company realizes its responsibility to emphasize unbiased entitlement and fair treatment to all shareholders; owes a duty to protect shareholders' equitable benefits and rights, honor dissemination of information, as well as ensure accessibility of management accountability through shareholder's meeting arrangements, whereby the Company has fully accommodated its shareholders in each annual meeting.

Usually, within four months after the Company's financial year-end, the Company organizes an Annual General Shareholder's Meeting. The meeting process is arranged in accordance with applicable laws, from scheduling of the meeting date, fixing the record date, announcing the meeting agenda, delivery of meeting materials, up to advertising the notification in the Thai daily newspapers for 3 consecutive days at least 7 days prior to the Annual General Shareholder's Meeting.

Annual Shareholder's Meeting Procedures

• Prior to the Meeting

The Company invites the shareholders to propose agenda of the Annual General Shareholder's Meeting and director-nominee in advance. The Company posts the criteria and procedures on its website well in advance before the meeting date.

The Company delivers the meeting notification to the shareholders, the Stock Exchange of Thailand, and the Ministry of Commerce in advance of the meeting date in accordance with regulatory requirements (at least 7 days prior to the meeting).

Details such as date, time, venue, meeting location map, meeting agenda, the Company's annual report in QR Code, proxy forms (forms A, B and C), explanations on appointing proxy and lists of documents required for meeting attendance are also attached thereto. If shareholders are not able to attend the meeting personally, they can appoint others or any of the Company's designated three (3) independent directors to be their proxy. Each item of the agenda is supported with Board's opinions and sufficient disclosure of facts and reasons, so that shareholders can make decisions based on equitable receipt of adequate information. Names and credential details of proposed candidates for directorship position(s), to be appointed in replacement of the retiring directors or those nominated to resume directorship position for another term, are distributed together with the meeting notification.

In addition, for quick and easy access to the information, the Company posts the meeting notification and all supporting details for the Annual General Shareholder's Meeting in both Thai and English on its website (<http://www.rcigroup.com>) at least 30 days before the meeting date.

- **During the Meeting**

The Company provides a team of staff, equipment and other conveniences to facilitate document verification and uses the e-voting program to enhance registration process including the counting votes that can be inspected. Shareholders can register to attend the meeting at the meeting venue two (2) hours ahead of the meeting's scheduled time.

All members of the Company, Board of Directors, Chief Executive Financial Officer and the Company's auditors are to participate in the meeting. The meeting is conducted and proceeded in accordance with the outlined agenda, without insertion of non-agenda item.

Without prejudicing the rights of any shareholder, regardless of majority or minority, shareholders are entitled to vote equitably and are free to express their views and suggestions. Sufficient time is allotted to the shareholders to ask questions about any issues relating to the Company's operations as well as items in the Company's financial statements.

Voting ballots are distributed to the shareholders for vote casting, in particular "not approving" or "abstaining". Vote counting by "approving", "not approving", "abstaining" and "void ballots" categories for each agenda are announced and shown on the screen and minuted.

Process relating to the re-election of the retiring Director/s for another term in office allows shareholders to cast vote on the individual's directorship re-appointment.

- **Procedures following the Meetings**

The Company prepares and submits the resolutions, the minutes of the meeting to the Stock Exchange of Thailand within the required time frame and posts both Thai and English on its website for all shareholders to be equally informed. The Company files the minutes of meetings properly for investigation / reference.

The Company achieved a score of 100 of 100 accredited by Thai Investors Association for the organization of its 2019 Annual General Shareholders' Meeting.

2. Equitable Treatment of Shareholders

The Company treats all shareholders without bias, regardless of their engagement or non-engagement in the management, as well as nationality. It also acts with prudence in emphasizing unbiased entitlements and equitable treatment for all shareholders.

The Company also prescribes written guidelines for storage and protection of internal information. Such guidelines are distributed to all employees in the organization for compliance. In accordance with the applicable laws and the Stock Exchange of Thailand's regulations, the Company's Board members and Group management team are required to submit and file their securities holding report.

The Board of Directors and the management give emphasis to a prudent and unbiased review of related transactions and conflict of interests.

The Company complies with the Exchange and Securities Act B.E 2551 and the regulations issued by the Office of the Securities and Exchange Commission in relation to connected transactions. The transaction if any, is approved with transparency, in the best interests of the Company and at arm's length. The type and value of the transactions requiring approvals from the Board of Directors will have to be reviewed and recommended by the Audit Committee prior to Board's decision, whereby the interested person will be excluded from the decision-making. The Company has disclosed all connected transactions in the Company's Annual Report under "Related Transactions" and in the Notes to Financial Statements.

3. Role of Stakeholders

Equal rights of various groups of stakeholders are fully recognized by the Board of Directors. Efforts have been made to instill confidence among all parties involved, and good cooperation has been mutually promoted between the Company and all its stakeholders for ultimate and mutual achievement of sustainable wealth and business growth.

The Company's stakeholders include shareholders, customers, creditors, counterparts, competitors, business environment, staff and communities and environment. The Board of Directors thus, act in accordance with the Corporate Governance policy, RCL Ethics, Code of Conduct and applicable laws and regulations to ensure that the rights of concerned parties are recognized and well-protected as detailed below:

Shareholders: The Company manages its business activities with the ultimate goal of maximizing shareholders' economic satisfaction, driving for a long-term growth in the Company's value and creating a continual flow of good earnings.

Customers: Customers are supplied with needed information on the Company's services and commercial activities via various communication channels, such as:

- The Company's website (<http://www.rclgroup.com>), where they are able to access information on the ports of service, vessel fleet, sailing schedules, container specifications, oversized cargo, dangerous goods, e-services, etc., select destination port, check departure / arrival schedules of the vessels and container box position during the shipment.
- Contact agents at their respective locations for above information, as well as freight rates and other details.
- The Company assigns local agents, either its own subsidiary or appointed agent, at every port of service to attend to its customers, efficiently and quickly in order to accommodate their needs in selecting their desired services.

Creditors: The Company strictly complies with all existing loan covenants and regularly reports its operational and financial results to the creditors.

Business Environment: The Company applies free and fair trade policies. Within the legal framework prevailing in the trade areas, the Company believes in lawful cooperation with counter-partners for the benefit of both the Company and its customers.

Staff: The Company promotes a conducive working environment by establishing 5 core values (ATRCL) to guide the staff of all levels in the RCL Group:

1. Accountability
2. Teamwork
3. Result Orientation
4. Customer Focus (external and internal)
5. Leadership with Integrity

The company realized that only leadership in staff is not enough. It should be together with moral and good governance. Therefore, the company recognizes and cultivated employees with leadership in good governance as our core value no.5 “Leadership with Integrity”.

In addition, the company has also established Vision, Mission, Corporate Goals as shown in “Nature of Business Operation” and posted them on the Company’s website (<http://www.rclgroup.com>) for acknowledgement of all employees and the third party.

To elevate the performance platform to effectively achieve the corporate goals and with consistent observance of the business ethics prescribed as follows:

Business Ethics

1. Maintaining the high ethical standards and undertaking business duties with prudence, honesty and fairness with regard to shareholders and all stakeholders.
2. Cooperating with all concerned parties in offering efficient services in the best interest of customers.
3. Conducting duties with awareness of effective and economical utilization of the Company’s assets.
4. Develop processing routines that include the principle of check and balance without unduly hampering the smooth workflow.
5. Providing accurate and reliable information on corporate business and services, keeping customer’s secrets and avoiding any misappropriate utilization of such information for personal benefits or for the benefit of the others.
6. Treating counterparts and creditors alike and complying with agreements made earlier.
7. Competing under fair business conducts and avoiding any unlawful or dishonest acts of destruction towards competitors.
8. Diligently conducting business; offering useful opinions to the Company based on acquired knowledge, capability, personal experiences and independent professional judgment; eager to learn and apply such knowledge to improve work performance for self-achievement and corporate benefits.
9. Creating a good harmonious working environment and adopting a humble and straightforward attitude as well as exchanging ideas with colleagues and applying perspective thinking in solving any problems, free from office politics.
10. Adhering to international conventions, where applicable, such as the International Maritime Organization’s codes to preserve the social and public environment.
11. Uphold our RCL’s brand reputation for excellence, to be the best regional container carrier and total logistics service provider.

The Company has promoted the “Employee Code of Conduct” to compliment the above ethical guidelines of which details are as followings:

Employee Code of Conduct:

The RCL Code of Conduct governs the following:

1. Attitude towards RCL
2. Usage of the name “RCL”
3. Personal ethical core values
4. Relationship with fellow colleagues
5. Competitor, partner and supplier relationships
6. Sexual, other unlawful harassment and workplace violence

7. Confidential information
8. Use of E-mails, Internet, information access, softwares, telecommunication facilities and office equipment
9. Environment and society
10. Personal privacy
11. Anti-Corruption
12. Whistle Blower

Details are shown in the Company's website (<http://www.rclgroup.com>) in topic of "About / Group Policy".

Employee Potential Promotion, Rewards and Development

Having realized the importance of employees as a valuable resource that drive the Company, RCL promotes Performance Management System, Training Roadmap, staff development. In-house trainings are arranged to improve staff's knowledge and competencies, as well as sponsoring public courses relating to the Company's business operations organized by domestic and overseas institutions. The Company has increased efforts to value-add the skills for career advancement through job rotations, promote and appropriately remunerate the staff taking into consideration their knowledge, accountability and performance both in short-term and long-term. In addition, the IT system and applications are continuously upgraded to better support staff handling of their routines as well as to enhance human resources management and development.

Employee welfare and recreation

Accident and health insurances, as well as performance-based annual rewards, and long-service awards are provided by the Company for all levels of staff. Furthermore, the Company registered a provident fund scheme under the Provident Fund Act B.E. 2530.

In addition, The Company provides annual health check for employees at all levels, safety practice for fire drill annually and also exercise activities such as yoga, badminton, etc.

Community and environment: The company set it as one of employee code of conduct in the aspect of the environment and society, opportunities offer and community development. In 2019, the company had the activities for society that;

2019 CSR Activities

1. In the occasion of RCL's 40th anniversary, Mr. Twinchok Tanthuwant, Senior Vice President (Chief of Regions, Operations and Business Development), delivered an Automatic Blood Pressure Monitor and Oxygen concentrator, 10 litres model. to Public Health Center 41 Klongtoey, Health Department of Bangkok Metropolitan Administration. This is one of the CSR activities to support people who live in the society and communities near the company to have good health and hygiene.
2. The company supported Baht 200,000 to purchase AED machine and basic patient transport kits to National Institute for Emergency Medicine.
3. The company supported Baht 200,000 budget to Thai Shipowners' Association in the project to evaluate the system of certificate preparation for Thai ship seafarers according to Regulation 1/8 of the STCW Convention.

Additional information about the activities of each year are shown in the RCL website (<http://www.rclgroup.com>) in the "News" under topic of "Event".



4. Disclosure and Transparency

The Company discloses information related to its financial and operations, in a full, fair, accurate and timely manner and in accordance to the corporate governance practices.

The Board of Directors is responsible for all financial information presented in the annual report of the Regional Container Lines Public Company Limited and its subsidiaries. Responsibility statement made by the Board on the financial information and report of the Audit Committee are presented alongside the report of Independent Auditor in the Company's annual report.

The Board recognizes the importance of full, fair and transparent disclosure of the Company's financial information, other general information, as well as material information that may have an impact on the Company's share prices. In addition to news release via the Stock Exchange of Thailand, the Company also discloses the information in its website ([http:// www.rclgroup.com](http://www.rclgroup.com)). Mrs Suporn Amnuaypan (Bangkok office-telephone number (66) 2296 1076) and Ms. Michelle Ng (Singapore office)-telephone number (65) 6229 2087 attend to the queries and provide explanation/additional information to shareholders, investors, analysts, and creditors; and/or arrange company visits for financial and operational overview for the benefit of complete, accurate and equitable disclosure.

The Company invites the analysts to attend quarterly and year-end presentations, which cover business overview, current situation and industrial outlook, and answers all queries related to business operations.

Conflict of interests, Insider Trading Policy and Reporting of the interests of directors and executives

The Company safeguard against misuse of the Company's unofficially disclosed insider's information for personal benefit prior to public disclosure. Such information could have an effect on the Company's share price traded in the Stock Exchange of Thailand.

The Company sets insider's trading policy prohibiting the directors and executives of the Company, its subsidiaries and affiliates to wrongfully disclose such insider's information or make use of such information for personal benefits. Directors and executives are required to report the movement of their trading / holding of the Company's shares. Directors and executives who have access to material insider's information must restrain from share trading activities during a one-month period prior to the official public release of the Company's financial statements.

The Company follows such policy and guidelines on insider's trading and instructs all staff in the RCL Group to observe the policy and guidelines. Any staff in possession of insider's information before official public release is prohibited to misuse the information for security trading benefits, whether directly or indirectly. The insider's trading policy is posted on the Company's website (<http://www.rclgroup.com>).

Anti-Corruption, Whistle Blower and channels for complaining

The Company has established Anti-Corruption policies in 2015 as one of the items in its Code of Conduct, to be the direction of the business operation in accordance with the good corporate governance emphasizing the responsibilities in all aspects of the operations. Directors, management team and all staffs are prohibited from engaging in or accepting any type of corruption, both direct or indirect manner and must strictly comply with the policy and not to ignore nor neglect any corruption activities which may involve the Company directly or otherwise.

In the case of clues and channels for complaining or information about wrongdoing, the Company has clearly defined the principles and guidelines in the Code of Conduct. The Company has provided channels for complaining as following;

1. E-mail : company.secretary@rclgroup.com
2. By words or in writing

As the company considered and revised Whistle Blower Policy by set managing director to be person handling complaints.

Details about the Anti-Corruption Policy and the Whistleblowing Policy are disclosed in the Code of Conduct.

5. Responsibilities of the Board

The Board of Directors plays an important role in corporate governance for the best interest of the Company and its shareholders. The Board is independent in performing its fiduciary duties and establishes the requisite qualifications required of the Company's directors as follows:

- Not having prohibited characteristics as prescribed in Section 68 of the Public Limited Company Act;
- May or may not be a shareholder of the Company (in accordance with the Company's Article of Association Clause 20);
- Obtain bachelor's degree and above; or lower level but having not less than 10-year practical experience in maritime business or international transport management;
- 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 organizational management; and being successful as executive in a large organization
- Possess strong leadership, broad vision; independent in decision-making, and highly determined to drive the Company to success
- Being ethical and having transparent professional records
- Being able to work devotedly towards maximizing the Company's interest.

These qualifications are essential for the Board to effectively perform its fiduciary duties in overseeing the Group Management Committee and ensure that the Group Management Committee operates the business with far-sighted managerial vision and adhere to virtuous corporate missions. The Board also ensures that the management team exercises prudence in daily operations and is accountable for its decisions, so as to maximize corporate and shareholder's benefits. Segregation of duties and responsibility amongst the Board and the Management is clearly defined. The Board of Directors is accountable for accurately and clearly reporting the Company's operational performance at the Annual Shareholder's Meeting as well as monitoring risk management through proper internal control systems conducted with transparency and adequate disclosure of information.

Board Structure

The **Chairman** of the Board of Directors and the Managing Director (President of the Company) have separate roles and are not the same person.

Duties and responsibilities of the Chairman of the Board of Directors are:

- a) To conduct and ensure the pre-scheduled regular meetings pertaining to directing and supervising the business management of the Company are carried out accordingly.
- b) To ensure that the Board members perform their duties in good faith, with due diligence and care, and in the best interest of the Company and the shareholders.
- c) To achieve the Board's goals in building long-term value for the shareholders of the Company and to assure the viability of the Company for its stakeholders.

The President is appointed by the Board to manage the Company and its subsidiaries (RCL Group). There is a clear written scope of duty and authority for each management level. Segregation of roles and responsibilities and approving authority in respect of acquisition and disposal of assets, service acquisition, investment, joint-venture, vessel chartering, purchase/lease-purchase of container boxes and vessel operating costs are defined for check and balance purpose.

As at 31st December 2019, the Board of Directors comprises:

- Five executive directors,
- One non-executive directors, and

- Three independent and non-executive directors

Totalling nine (9) members.

In addition to the requisite qualifications of directorships, the Board of Directors has defined “Independent Director” in compliance with the standard set by the Securities and Exchange Commission, as a Director who:

- holds 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;
- 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;
- 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;
- 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 judgement, 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.

Board-Appointed Committees

1. Audit Committee

The three-members committee are selected from the members of the Board who are independent and non-executive directors and have a 3-year term in office. They are entrusted with the accountabilities stipulated in the Audit Committee Charter. Members of the Committee, scope of duty and authority are presented in the “Shareholding and Management Structure”.

In 2019, the Audit Committee held quarterly meetings with the Company’s internal auditors and the Company’s external auditors (A.M.T. & Associates) and relevant responsible executives. In addition, the Committee also held internal meetings as deemed appropriate with the Company’s internal auditing team, and Executive Vice President (Group Finance & Accounting and IT).

The members of Audit Committee regularly have informal and formal discussions with internal auditors in connection with the results of the various areas of review undertaken by internal auditors.

The Audit Committee held totaling of 4 meetings throughout the year 2019 with following details:

Meeting No.	Date	Agenda & Topic
1.	20 February 2019	To approve Financial Statement of 2018
2.	8 May 2019	To approve the 1st quarter of 2019 Financial Statement
3.	7 August 2019	To approve the 2nd quarter of 2019 Financial Statement
4.	6 November 2019	To approve the 3rd quarter of 2019 Financial Statement

In the year 2019, Audit Committee held 4 regular meetings (2018: 4 meetings) The record of attendance of the members of Audit Committee is summarized as follows:

Audit Committee Members	Quarterly Meeting / Number of Attendances
1. Mr. Amornsuk Noparumpa	4/4
2. Mr. Viset Choopiban	4/4
3. Mrs. Arpavadee Meekun-lam	4/4

2. Nomination & Remuneration and Corporate Governance Committee

The Committee comprising three (3) independent directors serves a 3-year term. Members of the Committee, scope of duty and authority are presented in “Shareholding and Management Structure”

In 2019, the Nomination & Remuneration and Corporate Governance Committee held 4 meetings. The attendance was recorded as follows:

Committee Members	Number of Attendances
1. Mr. Amornsuk Noparumpa	4/4
2. Mr. Viset Choopiban	4/4
3. Mrs. Arpavadee Meekun-lam	4/4

3. Group Management Committee

The Committee consists of five (5) executive directors, four (4) other high level executives, totaling nine (9) members. The Committee members, scope of duty and responsibilities are presented in “Shareholding and Management Structure”. The Group Management Committee regularly holds meetings at least once a month.

Roles and Responsibilities of the Board of Directors

The Board of Directors prescribes, considers and approves, on a case by case basis, the corporate visions, missions, objectives and policies of the Company. It monitors management’s execution of the annual business plan and budget submitted to the Board.

The Board has established the policy on corporate governance as follows:

Corporate Governance Policy

The good corporate governance not only defines the suitable structure and proper role of the Company’s Board of Directors, but also aspires approaches in which the Company sets its objectives and missions towards maximized benefits of, and equitable responsibilities to, its shareholders and stakeholders; and assuring the existence of effective internal controlling and auditing framework. These principles govern:

- (1) the principles of good corporate governance is an on-going process that requires relevant assessments and updates, whereby the Board of Directors as well as the Company’s high level executives are both responsible for monitoring that these principles are duly complied with.
- (2) the Board of Directors will review these principles and other aspects of governance, if deemed necessary or within an applicable timeframe.
- (3) the Company’s high level executives and the Board of Directors to assure that proper standards of good corporate governance code are maintained. Business ethics and morals are the keys behind the formulation of corporate strategies and business goals. Emphasis is given to the following responsibilities:

- a selection of suitable nominees, who are diversified in their wealth of experience, appropriate knowledge, farsighted vision, professional integrity and leadership calibre, for executive posts and for election to the positions of Board members, all of whom are subject to appointment and re-appointment by shareholders in general meetings.
- effective management of corporate activities; maintain sufficient and suitable internal controls and audits, carry out prudent risk management practices, and conduct business in accordance with the highest standards of professional integrity to comply with applicable laws and regulations and protect long-term equitable interests of shareholders and stakeholders.
- avoidance of conflicts of interest and assurance of equal rights of shareholders and stakeholders. The Company values its relationship with its shareholders, stakeholders, customers, staff and the communities in which it operates, as well as recognizes the importance of good communication with them.
- emphasis on transparency, clear accountability, sufficient disclosure, whilst encouraging creation of shareholder value as well as, integrity, morals, social responsibility and environmental awareness.
- anti-corruption

Controlling Systems and Internal Audit

The Board of Directors is responsible in overseeing that the business activities are managed towards maximizing the shareholders' benefits while maintaining equitable concerns over stakeholders' interests. Thus, it is the Board's vital concern in having and keeping adequate internal control systems which are well suited for the nature of the Company's business and overseeing the risk management function. In this respect, the Board adopts the practice guidelines set by the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Audit Committee entrusts the internal audit team with the duties in auditing and assessing the Company's internal control systems and corporate governance practices, to ensure that these systems and practice are adequate, appropriate and efficient enough to meet the business objective, approves the annual audit plan and oversees that the performance results are duly reported.

The Company announced Anti-Corruption Policy and Whistle Blower Policy in 2015 and remind employee in yearly basis.

Board of Directors' Meetings

The Board meets regularly every quarter, on yearly pre-scheduled dates. In addition to regular meetings, special meetings are held to support the business operation decisions. The meeting's agenda is clearly set and delivered to the directors together with the supplementary information at least 7 days in ahead of meeting, thus allowing sufficient time to analyze facts and figures to be discussed in the meeting. The quorum required for a board meeting is at least two-third of board members and all directors are required to have at least 75 attendance of all meetings conducted in the whole year.

The minutes of the meeting is drafted and presented to the directors within 7 days for review and to be adopted at the next meeting and properly filed at all times for inspection purposes.

In 2019, there were 4 meetings of non-executive directors in absence of the management prior to the board meeting.

In 2019, the Board held 5 meetings comprising 4 regular quarterly and 1 special sessions. The director's attendance was recorded as follows:

Director	Regular Quarterly		Special Session	
	Regular Quarterly Sessions	via Tele-Conference ⁽¹⁾	Regular Session	via Tele-Conference ⁽¹⁾
Mr. Jamlong Atikul	4	-	1	-
Mr. Sumate Tanthuanit	4	-	1	-
Mr. Amornsuk Noparumpa	4	-	1	-
Mr. Viset Choopiban	4	-	1	-
Ms. Arpavadee Meekun-lam	4	-	1	-
Mr. Sutep Tranantasin	4	-	1	-
Mr. Hartwig Schulze-Eckardt	4	-	-	1
Mr. Kua Hock Eng	3 ⁽²⁾	-	-	1
Mr. Charlie Chu	4	-	-	1

Remarks: ⁽¹⁾ Teleconferencing facilities between offices in Bangkok, Singapore and Hong Kong are provided for special sessions to support the management in their business decisions. Foreign directors attended via teleconferencing to save travelling costs.

⁽²⁾ Mr. Kua Hock Eng cannot attend 1 meeting due to his sickness.

Board's Self Assessment

The Nomination & Remuneration and Corporate Governance Committee establishes the annual assessment of Board performance. The self-assessment, aimed to review and improve the performance of the board as a team and of directors as a collective body, has been undertaken by adopting SET's self-assessment form. The result from self-assessment exercise will be reviewed by Nomination & Remuneration and Corporate Governance Committee and improvements will be recommended for Board's discussion.

The assessment consists of 6 areas:

1. Structure and characteristics of the board
2. Roles and responsibilities of the board
3. Board meetings
4. The board's performance of duties
5. Relationship with management
6. Self-development of directors and executive development

President Performance Evaluation

The Board of Directors response to evaluate the president, this performance evaluation is to compare his achievements with the Company's goals. The key factors of considering are as follows:

1. Leadership
2. Strategic planning
3. Financial results
4. Management of operation,
5. Management development and succession planning
6. Human resources
7. Communications
8. Board relations

Remuneration for Directors and Management

The remuneration of the Board members and the Management are determined in line with the industry norm, fair and adequate enough to motivate and retain qualified persons.

The management's remuneration of is set in accordance with the role and accountabilities. Annual adjustment usually links to corporate performance and individual contribution. Remuneration of Board members requires approval from the shareholders. In 2019, the Company remunerated its directors in accordance with the remuneration criteria approved by the resolution of the 26th Annual General Shareholders' Meeting held on 29 April 2005, which are as follows:

1. In the event that the Company's net profit is less than Baht 1 billion, the "standard remuneration" structure approved by the resolution of the 25th Annual General Shareholders' Meeting on 30th April 2004 will be applied.
2. In the event that the Company's net profit exceeds Baht 1 billion, an additional remuneration of 0.5% of the amount in excess of the first Baht 1 billion profits will be proportionately paid to all directors, each in accordance with their remuneration entitlement as prescribed in the "standard remuneration" structure.

The approved remuneration of Baht 5.95 million is based on:

1. Remuneration of 9 directors totaling Baht 4.6 million
2. Remuneration of 3 Audit Committee members totaling Baht 0.9 million
3. Remuneration of 3 Nomination & Remuneration and Corporate Governance Committee members totaling Baht 0.45 million (Refer to the resolution from the 39th Annual Shareholders General Meeting 2018 on April 27th, 2018 that to approve to increase Directors' remuneration for the Nomination and Remuneration Committee for Bath 50,000 per year per director of the committee for the year 2018 onwards due to additional role of Corporate Governance and adopted the new name to Nomination & Remuneration and Corporate Governance Committee.)

For 2019 operating year, the Company recorded the consolidated net loss amounted to Baht (493) million. The total standard remuneration amounting to Baht 5,950,000.00 which was within the approved amount was paid to the individual director as detailed below:

Board Members	Board Members	Audit Committee	Nomination & Remuneration and Corporate Governance Committee
	Standard Remuneration		
Mr. Jamlong Atikul	1,000,000.00	-	-
Mr. Sumate Tanthuanit	800,000.00	-	-
Mr. Amornsuk Noparumpa	400,000.00	300,000.00	150,000.00
Mr. Viset Choopiban	400,000.00	300,000.00	150,000.00
Mrs. Arpavadee Meekun-lam	400,000.00	300,000.00	150,000.00
Mr. Sutep Tranantasin	400,000.00	-	-
Mr. Hartwig Schulze-Eckardt	400,000.00	-	-
Mr. Kua Hock Eng	400,000.00	-	-
Mr. Charlie Chu	400,000.00	-	-
Total	4,600,000.00	900,000	450,000

Remark : ¹ Board members did not receive any meeting attendance fee and those appointed in subsidiaries' Boards received neither additional remuneration nor meeting attendance fees.

Total Management Remuneration of 8 Management members (Managing Director, four executives in the level secondary to the Managing Director, all other executives in the same level of the fourth executive plus Chief Accountant of the Company) was Baht 39,948,746.59 (salary, annual rewards, fixed allowances, transport, and housing)

Other remunerations the Company paid a total of Baht 427,192.20 to the provident fund for the above Management members (only those entitled to the Company's contribution)

Neither annual remuneration nor meeting attendance fees were paid to the Group Management Committee members in 2019.

Board and Management Development

All new board members must participate actively in orientation programmes with an aim for them to acquire knowledge and understand the business operations in order to work efficiently. Having said the above, the Company's Board of Directors also obtain training relating to their duties and good corporate governance, namely Director Accreditation Program, Director Certification Program, Chairman, Audit Committee Program, Chartered Directors Class organized by the Thai Institute of Directors Association (IOD), to name a few. In 2019, 1 director attended the Director Certification Program (DCP).

Related Transactions

1. The related transactions between the Company and its subsidiaries and among its subsidiaries, associated companies or related companies as below:

No	Related Parties	Related Transactions	Value of related transactions As of 31 December 2018 (Million Baht)		Value of related transactions As of 31 December 2019 (Million Baht)		Relationships
			The Company Only	Consolidated	The Company Only	Consolidated	
1	Regional Container Lines Public Co., Ltd. and RCL Feeder Pte. Ltd. - Subsidiary Company (Ship operating and agency - incorporated in Singapore)	RCL Feeder Pte. Ltd. chartered ship from Regional Container Lines Public Co., Ltd. <ul style="list-style-type: none"> Total charter freight income Trade account receivable - subsidiary company Other receivable - subsidiary company Advance from related party 	539.12	938.73	374.87	2,321.33	RCL Feeder Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. The Company managing director is also the executive director of RCL Feeder Pte. Ltd. Condition/Pricing policy: Market price as at agreement date
2	Regional Container Lines Public Co., Ltd. and Ngow Hock Co., Ltd. - Related Company (incorporated in Thailand) Leasing of office space in Bangkok Short term loan agreement	Regional Container Lines Public Co., Ltd. leased office space on 5th, 7th, 8th and 14th floors in Panjathani Tower 1,430 squaremeters from Ngow Hock Co., Ltd., the owner <ul style="list-style-type: none"> Total Value of leasing agreement Total accounts payable - related parties in financial statements Short term Loan 	7.00	7.00	7.20	7.20	Ngow Hock Co., Ltd. is the Company shareholder with 25.20% shareholding and Panjamitir Holding Co., Ltd. is the Company shareholder with 11.68% shareholding The Company managing director is also the director of Ngow Hock Co., Ltd. and Panjamitir Holding Co., Ltd. Condition/Pricing policy: Market price as at agreement date
3	Regional Container Lines Public Co., Ltd. And Panjamitir Holding Co., Ltd. - Related Company (incorporated in Thailand) Leasing of office space in Bangkok	Regional Container Lines Public Co., Ltd. Leased office space on 13th floors in Panjathani Tower 492 squaremeters from Panjamitir Holding Co., Ltd., the owner <ul style="list-style-type: none"> Total Value of leasing agreement Total accounts payable - related parties in financial statements 	2.24	2.24	2.29	2.29	
4	RCL Feeder Pte. Ltd. -Subsidiary Company (Ship operating and agency - incorporated in Singapore) and Ngow Hock group of companies - Related Companies	Ngow Hock group of companies acted as ship agent to RCL Feeder Pte. Ltd. <ul style="list-style-type: none"> Total commission expenses Terminal operating service charged from Ngow Hock group of companies which Ngow Hock group of companies, acting as ship agent, paid during the year on behalf of RCL Feeder Pte. Ltd. The settlement was then made afterwards. Trade account receivable - related company Trade account payable - related company 	149.89	86.92	228.81	17.81	RCL Feeder Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. Ngow Hock group of companies are the Company shareholder with 37.47% shareholding. The Company managing director is also the director of Ngow Hock group of companies. Condition/Pricing policy: <ul style="list-style-type: none"> Commission expenses: Price approximates market price. Terminal Operating service: Price per tariff minus volume discount.

No	Related Parties	Related Transactions	Value of related transactions As of 31 December 2018 (Million Baht)		Value of related transactions As of 31 December 2019 (Million Baht)		Relationships
			The Company Only	Consolidated	The Company Only	Consolidated	
5	RCL Feeder Pte. Ltd. - Subsidiary Company (Ship operating and agency - incorporated in Singapore) and RCL (Vietnam) Co., Ltd. - Subsidiary Company (Ship Agent-incorporated in Vietnam)	RCL (Vietnam) Co., Ltd. acted as ship agent for RCL Feeder Pte. Ltd. <ul style="list-style-type: none"> Total commission expenses Trade account payable - subsidiary company Trade account receivable - subsidiary company 	-	-	-	-	RCL Feeder Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. RCL Feeder Pte. Ltd. is the shareholder in RCL (Vietnam) Co., Ltd. with 49% shareholding and increase to 80% in 2018 Condition/Pricing policy: Price approximates market price.
6	RCL Logistics Co., Ltd. - Subsidiary Company (Logistics Services Provider-incorporated in Thailand) and Ngow Hock group of companies - Related Companies	Ngow Hock group of companies provided logistic services to RCL Logistics Co., Ltd. <ul style="list-style-type: none"> Total logistic service fees Total accounts payable - related companies 	11.92	4.42	41.93	4.25	RCL Logistics Co., Ltd. is the company's 100% owned subsidiary company. Ngow Hock group of companies are the Company shareholder with 37.47% shareholding. The Company managing director is also the director of Ngow Hock group of companies. Condition/Pricing policy: Market price
7	Regional Container Lines Public Co., Ltd. and RCL Shipmanagement Pte. Ltd. - Subsidiary Company (Ship management - incorporated in Singapore)	RCL Shipmanagement Pte. Ltd. services ship management to Regional Container Lines Public Co., Ltd. <ul style="list-style-type: none"> Ship management Fee Advance from related party Advance payment to related party 	9.42	569.74	9.48	826.59	RCL Shipmanagement Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. The Company managing director is also the executive director RCL Shipmanagement Pte. Ltd. Condition/Pricing policy: <ul style="list-style-type: none"> Ship management fee: Price approximates market price Expenses related to cost of freight and operations advanced by a subsidiary: Actual payment
8	RCL Logistics Co., Ltd. - Subsidiary Company (Logistics Services Provider-incorporated in Thailand) and Ngow Hock Co., Ltd. - Related Companies (Incorporated in Thailand) Leasing of office space in Bangkok	RCL Logistics Co., Ltd. leased office space on 14th floors in Panjathani Tower 150 squaremeters from Ngow Hock Co., Ltd., the owner <ul style="list-style-type: none"> Total Value of leasing agreement Total accounts payable - related parties in financial statements 	0.66		0.68		RCL Logistics Co., Ltd. is the Company's 100% owned subsidiary company. Ngow Hock Co., Ltd. is the Company shareholder with 25.20% shareholding The Company managing director is also the director of Ngow Hock Co., Ltd. Condition/Pricing policy: Market price as at agreement date

No	Related Parties	Related Transactions	Value of related transactions As of 31 December 2018 (Million Baht)		Value of related transactions As of 31 December 2019 (Million Baht)		Relationships
			The Company Only	Consolidated	The Company Only	Consolidated	
9	Regional Container Lines Public Co., Ltd. and Regional Container Lines Pte. Ltd. - Subsidiary Company (Ship owning and operating - incorporated in Singapore)	<ul style="list-style-type: none"> Regional Container Lines Public Co., Ltd. Increased share capital of Regional Container Lines Pte. Ltd. Purchase investment in subsidiary Transfer of vessels ownership Payable on purchase of assets Advance from related party Other receivable - related company 	- - 86.06 9.31 6.40	- - 80.69 3.33 -			Regional Container Lines Pte. Ltd. is the Company's 100% owned subsidiary company. The Company managing director is also the executive director of Regional Container Lines Pte. Ltd. Condition/Pricing policy: Price at book value
10	Regional Container Lines Public Co., Ltd. and RCL Service S.A. - Subsidiary Company	<ul style="list-style-type: none"> RCL Services S.A. Payment on behalf new vessel purchase for Regional Container Lines Public Co., Ltd. Advance from related party 					RCL Services S.A. is the Company's 100% directly and indirectly owned subsidiary company. The Company managing director is also the director of RCL Service S.A. Condition/Pricing policy: Actual transacted price.
11	RCL Feeder Pte. Ltd. - Subsidiary Company (Ship operating and agency - incorporated in Singapore) and RCL Agencies (India) Private Co., Ltd. - Subsidiary Company	<ul style="list-style-type: none"> RCL Agencies (India) Private Co., Ltd. acted as ship agent for RCL Feeder Pte. Ltd. Trade account receivable - subsidiary company Trade account payable - subsidiary company 	7.08	0.71			RCL Feeder Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. RCL Feeder Pte. Ltd. is the shareholder and jointly controlled in RCL Agencies (India) Private Co., Ltd. with 55% shareholding. The Company managing director is also the director of RCL Agencies (India) Private Co., Ltd. Condition/Pricing policy: Price approximates market price.
12	RCL Feeder Pte. Ltd. - Subsidiary Company (Ship operating and agency - incorporated in Singapore) and RCL Agencies East India Private Co., Ltd. - Subsidiary Company	<ul style="list-style-type: none"> RCL Agencies East India Private Co., Ltd. acted as ship agent for RCL Feeder Pte. Ltd. Trade account receivable - subsidiary company Trade account payable - subsidiary company 		5.15 6.00			RCL Feeder Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. RCL Feeder Pte. Ltd. is the shareholder and jointly controlled in RCL Agencies East India Private Co., Ltd. with 55% shareholding. The Company managing director is also the director of RCL Agencies East India Private Co., Ltd. Condition/Pricing policy: Price approximates market price.

No	Related Parties	Related Transactions	Value of related transactions As of 31 December 2018 (Million Baht)		Value of related transactions As of 31 December 2019 (Million Baht)		Relationships
			The Company Only	Consolidated	The Company Only	Consolidated	
13	RCL Feeder Pte. Ltd. - Subsidiary Company (Ship operating and agency - incorporated in Singapore) and Songkhla Shipping Agency Co., Ltd. - Related Company	Songkhla Shipping Agency Co., Ltd. acted as ship agent for RCL Feeder Pte. Ltd. • Total commission expenses	18.64		14.65		RCL Feeder Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. Ngow Hock Group of companies are the Company shareholder with 37.47% shareholding and Songkhla Shipping Agency shareholders with 99.90% shareholding The Company managing director is also the director of Songkhla Shipping Agency Co., Ltd. Condition/Pricing policy: Price approximates market price.
14	RCL Shipmanagement Pte. Ltd. - Subsidiary Company (Ship management - incorporated in Singapore) and Siam Paetra International Co., Ltd. - Related Company	RCL Shipmanagement Pte. Ltd. services ship management to Siam Paetra International Co., Ltd. • Trade account receivable - related company	43.70		9.60		RCL Shipmanagement Pte. Ltd. is the Company's 100% directly and indirectly owned subsidiary company. Panjamitir Holding Co., Ltd. is the Company shareholder with 11.68% shareholding and Siam Paetra International Co., Ltd. shareholder with 80.04% shareholding The Company managing director is also the director of Panjamitir Holding Co., Ltd. - Ship management fee: Price approximates market price - Expenses related to vessel operation settle on behalf: Actual payment

2. The necessity and appropriateness of transactions

The Group Management Committee realizes the conflict of interests and thus closely monitors the company's business operation. The transactions between the Company and related companies are freight and related service charges. Most of subsidiary companies are wholly owned by the Company. The related transactions have been concluded on commercial terms and bases agreed upon in the ordinary course of businesses between the Company and those companies.

3. Procedures in approving related transactions

The approval of the above related transactions follows the normal course of business transactions in accordance with the operating procedures and guidelines set by Group Management Committee.

4. Policy for future related transactions

The Company enters into related transactions as normal business operation with outsiders who have no conflicts of interests taking into account reasonableness, fair market prices and disclosing such related transactions in compliance with the rules and regulations of SEC and SET.

Directors' Report

Dear Shareholders

The directors are pleased to present their report to the shareholders together with the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 31st December 2019, which were prepared to reflect their financial status in accordance with the generally accepted accounting standards.

Results of the Operation

For the 12 months period ending 2019, RCL grew its total lifting by 3% to 2,183,995 TEUs compared with the performance in 2018, contributing from a growth of both COC and SOC business by 2% and 5% respectively. Despite lifting growth, a prolong trade dispute between China and U.S. had posed disruption to the global supply chain where Southeast Asia has been targeted as a replacement source, of China, for various goods. Liners had realized the potential of this region and continuously inserted their new tonnage within the region which forced down freight rate per TEU in 2019 from the level in 2018. Therefore, RCL's total revenue for the year 2019 decreased by 4% to THB 16,709 Mil compared to that of 2018. Total freight income reduced to THB 16,531 Mil or 4% reduction year-over-year. Also gain on sales of asset was 23% less than 2018, totaling at THB 103 Mil for 2019.

Nonetheless, our continuous effort on cost savings and internal efficiency improvement through various projects did materialize. The effort in exploiting the benefit of Big Data, combining with Business Intelligence system for more accurate and swift decision making had exhibited a reduction of RCL's total expense compare with 2018, by 4% to THB 17,278 Mil; mainly contributed by a reduction of Cost of Freight and Operation, a 5% or THB 758 Mil reduction from 2018. RCL's financial cost increased by 30% in accordance with the consecutive delivery of 4 newly built vessels, entered fleet as from latter part of 2018, reducing average age of the fleet and improving our fleet efficiency. Administrative Expense also slightly increased by 2% year-over-year following our continuous effort to improve our system efficiency through upgrading our IT system.

As a result of the above circumstances and actions taken, RCL reports a net loss of THB 493 Mil for 2019. We will continue our effort to reach the desired sustainable level to strengthen our business against a future uncertainty.

The Board of Directors monitored the business situation closely, provided guidance and fully supported the Group Management in their various aspects of businesses. The Board was fully committed to work more on strategies as well as to focus on overseeing and providing directions to the Group Management especially in area of Corporate Governance Code and Principle, in order to improve the performance as per shareholders' expectations.

For the Board of Directors

Regional Container Lines Public Company Limited



Mr. Sumate Tanthuwani

Managing Director

Report on the Board of Directors' Responsibilities for Financial Statements

Dear Shareholders,

The Board of Directors is responsible for the Company and its subsidiaries' financial statements and financial information presented in this Annual Report. The aforementioned financial statements have been prepared in accordance with Thai Generally Accepted Accounting Principles, using appropriate accounting policies consistently employed by the Company after applying prudent judgement and best estimation. Important information is adequately disclosed in the Notes to Financial Statements.

The Board of Directors has appointed the Audit Committee comprising 3 independent directors to be responsible for the financial reporting presented in the financial statements and internal control systems. Comments on these issues were presented in the Audit Committee's report.

The Board of Directors is of the opinion that the financial statements for the year ended 31st December 2019 presented the true and accurate financial and operational status of the Company and its subsidiaries.

Regional Container Lines Public Company Limited



Dr. Jamlong Atikul
Chairman



Mr. Sumate Tanthuwani
Managing Director

21st February 2020

Directors' Report on Internal Control

The Board of Directors has assessed the internal control report provided by the Audit Committee during the Board of Directors Meeting No. 2/2020 on 21st February 2020. The internal control assessment covered control environment, risk assessment, control activities, information & communication and monitoring activities.

The Board of Directors is of the opinion the Company has taken appropriate measurements, including monitoring its performance in accordance with the Company's business ethics and code of conducts, as well as disclosures in related transactions with major shareholders, directors, management and connected person. Besides having processes on succession planning for key personnel, more emphasis was placed on risk management, cost control and green environment. In addition, the misconduct and anti-corruption policies were communicated to all levels of management and employees for their acknowledgments, involvements and compliances.

As the internal control and risk management are critically important, the Board of Directors and its senior management regard such good corporate governance as vital to the safe and sound functioning of the Group.

The company realizes the importance of internal audit notes thus have reviewed and updated such processes to constantly improve and to ascertain the efficiency and effectiveness of the Company's operations in both short and long term.



Dr. Jamlong Atikul
Chairman

Audit Committee Report

The Audit Committee of Regional Container Lines Public Company Limited comprises of three independent directors, who have the duties and responsibilities as assigned by the Board of Directors of the Company. The Audit Committee members are fully qualified as stipulated in the Audit Committee Charter, in accordance with the Notification of the Securities and Exchange Commission. They are:

1. Mr. Amornsuk Noparumpa Chairman of Audit Committee
2. Mr. Viset Choopiban Member of Audit Committee
3. Mrs. Arpavadee Meekhun-lam Member of Audit Committee

The Audit Committee maintains independency in decision-making and relies on discretionary judgement for the best benefits of the Company, shareholders and all other stakeholders. It also promotes and supports compliance of good corporate governance practices.

During the year 2019, the Audit Committee performed its duties in accordance with the scope and authorities, as summarized as follow:

1. Reviewing the Company's quarterly and the year-end consolidated financial statements as well as the notes to financial statements which have been reviewed and audited by the auditors, before presenting to the Board of Directors. This is to ensure the adequacy of disclosure and the compliance to the generally accepted accounting standards.

2. Reviewing the adequacy of internal control system with internal audit team, support the internal audit team to audit overseas subsidiaries and follow up with the recommended actions. The Audit Committee emphasized to the Internal Audit Office, the reliability of their audit findings as well as the acceptance by the parties being audited. The Audit Committee recognizes the importance of tracking internal control systems, the integrated control within the IT system, which constantly affect the accuracy of information and reliability of Financial Reporting and passed on such findings to the Management for further action.

3. Reviewing of Corporate Governance, in year 2019, the Audit Committee continued to focus on the transparency for good governance and in accordance with sustainable development principle. To support the Internal Audit's work, the Audit Committee has approved the additional task force to carry out the work more effectively and approved, as special case, to have specialists from business and operation departments to join the location audit on ad hoc basis.

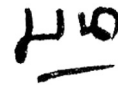
4. Reviewing the compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission and the laws related to the Company's business.

5. Reviewing appointment of Auditor and Auditor Fee for 2020 and recommending to the Board of Directors on the appointment of Mr. Chaiyuth Angsuwithaya, registration no. 3885, Mrs. Natsarak Sarochanunjeen, registration no. 4563, Ms. Daranee Somkamnerd, registration no. 5007 and Ms. Jarunee Nuammae, registration no. 5596 of A.M.T. & Associates as the Company's auditor for the year 2020. In the event that any of the auditors is unable to perform their duties, A.M.T. & Associates is authorized to nominate a qualified auditor to perform the audit and express an opinion on the Company's financial statement in his/her place.

6. Reviewing the connected transactions with due consideration in respect of conflict of interests to ensure that these transactions, if any, are performed as normal business on arm's length basis, and were sufficiently disclosed according to the Notifications and Regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

7. Audit Committee held quarterly meetings with the Company's external auditors to review the quarterly and year-end consolidated financial statements which all members, i.e. Mr. Amornsuk Noparumpa, Mr. Viset Choopiban, and Mrs. Arpavadee Meekhun-lam attended all four meetings accordingly. Chairman of the Audit Committee called for additional meetings with Internal Audit Office and Executive Vice President of Finance & Account to consider matters arising from internal audit, financial analysis, regulation and legal issues with all Audit Committee members present in all four meetings accordingly.

8. In performing its duties in accordance with the scope and authorities described in Audit Committee Charter, the Audit Committee is of the opinion that the Company has disclosed the information, complied with generally accepted accounting standards and should intensively implement the internal control activities. The Internal audit procedures were within the internal audit framework and the business operation was monitored in compliance with related laws and regulations.



Mr. Amornsuk Noparumpa
Chairman of Audit Committee

Report from Nomination & Remuneration and Corporate Governance Committee

The Nomination & Remuneration and Corporate Governance Committee of Regional Container Lines Public Company Limited comprising 3 independent and non-executive directors is responsible for nomination of qualified candidates to fill in the vacancies or to replace the retiring directors; reviewing the remuneration of directors; reviewing the performance and remuneration of Company's Manager and undertaking Board self-assessment to improve the performance effectiveness. The Nomination & Remuneration and Corporate Governance Committee shall report its annual performance to the Board of Directors and the shareholders respectively.

During the year 2019, the Nomination & Remuneration and Corporate Governance Committee performed its duties in accordance with the scope of responsibility as summarized below:

1. Reviewed the qualifications and nominated the candidates for directorship in place of the retiring directors and /or nominated the retiring directors for re-election, based on their contribution in the past operational year as well as their devoted efforts in performing the duties, to the Board of Directors for proposing to the Annual General Shareholders' Meeting. In an event that any Committee member is due to retire from directorship, the Committee will not nominate such member for re-election. The Meeting of the Board of Directors will decide on the nomination whereby the interested Committee member will abstain from voting.



2. Reviewed the qualification of the Audit Committee members who retired by rotation to reappointed for another term, based on their contribution in the past operational period, to the Board of Directors for consideration.

3. Reviewed the directors' remuneration for the year 2018 in accordance with the criteria and structure approved at the 26th Annual General Shareholders' Meeting held on 29th April 2005 to report to the Board of Directors and the 39th Annual General Shareholders' Meeting held on 27th April 2018 for acknowledgement before the directors were remunerated for their performing the duties in 2018. The remuneration of individual director was disclosed in the 2019 Annual Report under Section "Report on Corporate Governance".

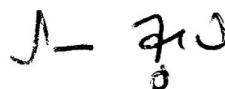
4. Arranged Board self-assessment exercise for 2018 performance, reviewed the assessment result and brought forward to the Meeting of the Board of Directors to improve the performance level.

5. Arranged Board's evaluation of the Company's Manager / CEO by adopting IOD's framework whereby each director evaluated the Company's Manager / CEO from 8 perspectives. The Committee reviewed the evaluation results and reported to the Board of Directors prior to conveying to CEO to more effectively manage the Company's business operations.

6. Considered about preliminary Corporate Governance and its operational plans i.e. translating Code of Conducts into Thai language and disclosed on the Company's website at <http://www.rclgroup.com>.

7. Informed the Board of Directors about 2019 CGR Assessment Result of RCL. 667 listed companies participating in the assessment, RCL received a "very good" assessment or  while in 2018, the evaluation result was "good" or  and also informed the result of overall assessment and by each category to realize the importance of good governance in every aspect, including Board Responsibilities, Disclosure and Transparency, Role of Stakeholders, Equitable Treatment of Shareholders, Rights of Shareholders.

8. Improved Whistle Blower Policy for the protection of complainants, informants who inform on or disclose on corruption, wrongful conduct and non-compliance and disclosed on the Company's website <http://www.rclgroup.com> both Thai and English.



Mr. Viset Choopiban
Chairman of Nomination & Remuneration
and Corporate Governance Committee

Remuneration of the Auditors

The details of 2019 remuneration of the auditors of the Company and its subsidiary companies are as follows :

Auditors' Remuneration	Amounts of Auditors' Remuneration (Mil. Baht)		
	The Company & subsidiaries whose financial statements were audited by A. M. T. & Associates - Thailand	Subsidiaries whose financial statements were audited by Ernst & Young Office Limited (Singapore)	Total
Audit fee	1.838	3.780	5.618
Non audit fee (Tax services)			
• Paid during the year 2019	0.000	0.288	0.288
• Obligation to be paid in the future	0.000	0.000	0.000
Total	1.838	4.068	5.906

Independent Auditor's Report

**To The Shareholders and Board of Directors of
Regional Container Lines Public Company Limited**

Opinion

I have audited the consolidated financial statements of Regional Container Lines Public Company Limited and its subsidiaries (the "Group") and the separate financial statements of Regional Container Lines Public Company Limited (the "Company") which comprise the consolidated and separate statements of financial position as of December 31, 2019, and the related consolidated and separate statements of changes in equity, income, comprehensive income, and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Regional Container Lines Public Company Limited and its subsidiaries and of Regional Container Lines Public Company Limited as of December 31, 2019, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing ("TSAs"). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key Audit Matters included Audit Procedures are as follows:

Impairment of vessels (the consolidated and separate financial statement)

As describe in Note 2.7, 2.15 and 10.2 to the financial statement, the Company and its subsidiary's vessels which are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any) are significant amount. The management exercise judgement in determining the impairment loss due to the recoverable amount of the vessels is determined on value in use by estimate future cash flows that the entity expects to derive from the assets which related to the projection of future operating performance, future plan and determination of an appropriate discount rate and key assumptions. Therefore, I have identified that considering the impairment loss of vessels is the significant matter that requires special attention in the audit.

My audit procedure on such matter

I verified the impairment of vessels by consider and assess the reasonable and supportable assumptions and approaches in preparation of the estimate of future cash inflows or outflows which the Group expected to derive from the continuing use of the vessels. Including assess the Group's reasonable discount rate which used for calculation of the recoverable amount of the vessels and considered the adequacy of the information disclosure related to impairment of vessels.

Other Information

Management is responsible for the other information. The other information comprise the information included in the annual report of the Group, but does not include the financial statements and my auditor's report thereon, which is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and the management of the Group.

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current year and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



(CHAIYUTH ANGSUWITHAYA)
Certified Public Accountant
Registration No. 3885

Statements of financial position

Regional Container Lines Public Company Limited and its subsidiaries

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 December		As at 31 December	
		2019	2018	2019	2018
Assets					
Current assets					
Cash and cash equivalents		1,144,027,277	1,202,343,114	57,865,328	21,118,599
Trade receivables - unrelated parties		1,926,555,091	2,271,165,948	11,597,739	2,943,783
<u>Less:</u> allowance for doubtful accounts		(56,584,247)	(56,105,502)	-	-
Trade receivables - unrelated parties, net	6	1,869,970,844	2,215,060,446	11,597,739	2,943,783
Trade receivables - related parties		32,557,090	43,697,106	374,871,263	725,253,004
<u>Less:</u> allowance for doubtful accounts		(9,599,211)	-	-	-
Trade receivables - related parties, net	6 and 19	22,957,879	43,697,106	374,871,263	725,253,004
Other receivables	19	390,310,618	488,115,562	101,255,691	958,439,934
Material supplies		235,939,730	332,237,177	17,844,307	17,984,273
Other current assets	7	43,424,984	42,457,173	231,063	1,127,847
Total current assets		3,706,631,332	4,323,910,578	563,665,391	1,726,867,440
Non - current assets					
Property investments held for					
long - term investment		4,710,192	5,064,616	-	-
Investments in subsidiaries, net	8	-	-	6,173,148,818	6,786,352,944
Investments in associates	9.1	339,188,673	353,353,178	50,426,066	53,782,173
Investments in joint ventures	9.2	106,424,742	62,085,206	-	-
Other long - term investments		10,247,789	10,929,830	-	-
Property and premises, net	10.1, 12 and 14	284,411,103	307,837,647	397,087	423,515
Vessels and equipment, net	10.2, 13 and 14	12,467,106,625	12,949,722,250	5,790,377,657	5,264,904,503
Intangible assets, net	11	6	6	-	-
Other non - current assets					
- Advances for vessel constructions and equipment	24.1 (c) and 25	111,000,425	275,558,330	111,000,425	267,535,530
- Others		7,864,490	7,628,477	2,553,381	2,504,180
Total non - current assets		13,330,954,045	13,972,179,540	12,127,903,434	12,375,502,845
Total assets	28	17,037,585,377	18,296,090,118	12,691,568,825	14,102,370,285

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of financial position (continued)

Regional Container Lines Public Company Limited and its subsidiaries

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 December		As at 31 December	
		2019	2018	2019	2018
Liabilities and shareholders' equity					
Current liabilities					
Short - term loans from financial institutions	12	1,103,336,202	932,300,000	450,000,000	350,000,000
Trade payables - unrelated parties		3,151,410,196	3,504,735,363	48,805,896	59,517,174
Trade payables - related parties	19	10,957,982	88,066,985	-	-
Other payables					
- Accrued expenses		76,005,757	79,860,530	22,722,930	15,922,322
- Advance receipt	19	481,301	4,260,174	3,151,722,525	4,296,703,314
- Payable on purchase of assets	19	100,171,909	77,237,048	120,914,628	104,485,998
Current portion of liabilities					
under financial lease agreement	13	354,251,749	326,335,542	-	-
Current portion of long - term loans	14	743,102,646	651,583,982	572,730,393	479,685,800
Provision for onerous contracts	24.1 (a)	43,247,526	46,125,866	-	-
Income tax payable		2,416,604	2,852,748	-	-
Other current liabilities	7	129,896,491	134,484,991	10,330,845	3,147,416
Total current liabilities		5,715,278,363	5,847,843,229	4,377,227,217	5,309,462,024
Non - current liabilities					
Liabilities under financial lease agreements, net of current portion	13	1,189,772,723	1,395,981,208	-	-
Long - term loans, net of current portion	14	2,667,619,795	2,600,087,215	2,009,911,049	1,763,781,306
Provisions for employee benefits	16	51,152,624	35,120,919	46,904,911	31,934,993
Deferred tax liabilities	22	8,392,799	8,632,945	-	-
Total non - current liabilities		3,916,937,941	4,039,822,287	2,056,815,960	1,795,716,299
Total liabilities	28	9,632,216,304	9,887,665,516	6,434,043,177	7,105,178,323

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of financial position (continued)

Regional Container Lines Public Company Limited and its subsidiaries

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 December		As at 31 December	
		2019	2018	2019	2018
Shareholders' equity					
Share capital					
Registered					
828,750,000 ordinary shares of Baht 1 each		828,750,000	828,750,000	828,750,000	828,750,000
Issued and fully paid - up					
828,750,000 ordinary shares of Baht 1 each		828,750,000	828,750,000	828,750,000	828,750,000
Share premium		4,982,964,187	4,982,964,187	4,982,964,187	4,982,964,187
Retained earnings					
Appropriated - legal reserve	17	66,300,000	66,300,000	66,300,000	66,300,000
Unappropriated		2,495,400,560	2,987,147,230	1,170,505,886	1,481,616,857
Other components of equity		(973,060,245)	(464,367,906)	(790,994,425)	(362,439,082)
Total equity of parent Company's shareholders		7,400,354,502	8,400,793,511	6,257,525,648	6,997,191,962
Non - controlling interests		5,014,571	7,631,091	-	-
Total shareholders' equity		7,405,369,073	8,408,424,602	6,257,525,648	6,997,191,962
Total liabilities and shareholders' equity	28	17,037,585,377	18,296,090,118	12,691,568,825	14,102,370,285

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of changes in equity

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements									
		Equity holders of parent company					Total equity of parent Company's shareholder				
		Issued and fully paid - up share capital	Share premium	Retained earnings		Unappropriated legal reserve	Other components of equity		Total equity of parent Company's shareholder	Non - controlling interests	Total shareholder's equity
				Appropriated - legal reserve	Other comprehensive income (loss)		Exchange differences on translating financial statement				
Balance as at 1 January 2018		828,750,000	4,982,964,187	66,300,000	3,427,763,783		(384,125,418)	8,921,652,552	1,617,496	8,923,270,048	
Subsidiaries dissolve and liquidate		-	-	-	-		9,453,967	9,453,967	-	9,453,967	
Purchase of investment in subsidiary	5	-	-	-	-		-	-	4,604,971	4,604,971	
Total comprehensive income (loss) for the year		-	-	-	(357,741,773)		(89,696,455)	(447,438,228)	1,408,624	(446,029,604)	
Dividend paid	18	-	-	-	(82,874,780)		-	(82,874,780)	-	(82,874,780)	
Balance as at 31 December 2018		828,750,000	4,982,964,187	66,300,000	2,987,147,230		(464,367,906)	8,400,793,511	7,631,091	8,408,424,602	
Balance as at 1 January 2019		828,750,000	4,982,964,187	66,300,000	2,987,147,230		(464,367,906)	8,400,793,511	7,631,091	8,408,424,602	
Total comprehensive income (loss) for the year		-	-	-	(491,746,670)		(508,692,339)	(1,000,439,009)	(2,616,520)	(1,003,055,529)	
Balance as at 31 December 2019		828,750,000	4,982,964,187	66,300,000	2,495,400,560		(973,060,245)	7,400,354,502	5,014,571	7,405,369,073	

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of changes in equity (continued)

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

(Unit: Baht)

	Note	Separate financial statements						Total shareholder's equity
		Issued and fully paid - up share capital	Share premium	Retained earnings		Other components of equity		
				Appropriated - legal reserve	Unappropriated	Other comprehensive income (loss)	Exchange differences on translating financial statement	
Balance as at 1 January 2018		828,750,000	4,982,964,187	66,300,000	1,869,950,228	(308,893,087)	7,439,071,328	
Total comprehensive income (loss) for the year		-	-	-	(305,458,591)	(53,545,995)	(359,004,586)	
Dividend paid	18	-	-	-	(82,874,780)	-	(82,874,780)	
Balance as at 31 December 2018		828,750,000	4,982,964,187	66,300,000	1,481,616,857	(362,439,082)	6,997,191,962	
Balance as at 1 January 2019		828,750,000	4,982,964,187	66,300,000	1,481,616,857	(362,439,082)	6,997,191,962	
Total comprehensive income (loss) for the year		-	-	-	(311,110,971)	(428,555,343)	(739,666,314)	
Balance as at 31 December 2019		828,750,000	4,982,964,187	66,300,000	1,170,505,886	(790,994,425)	6,257,525,648	

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of income

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		For the years ended 31 December		For the years ended 31 December	
		2019	2018	2019	2018
Revenues					
Freight income	1.4.1 and 19	16,531,034,553	17,181,026,974	1,215,794,032	1,016,881,142
Others income					
Gain on exchange rate		40,286,425	74,043,647	-	1,231,439
Dividend income	8 and 9.1	-	-	51,085,524	67,886,521
Gain on sales of assets	10.2	102,913,748	132,886,013	-	-
Gain on dissolution of subsidiary, net	8	-	-	-	74,270,410
Reversal of provision for loss under onerous contracts	24.1 (a)	-	73,256,334	-	-
Interest income		3,669,293	6,278,189	106,205	422,327
Others		31,474,230	13,293,056	627	609
Total revenues		16,709,378,249	17,480,784,213	1,266,986,388	1,160,692,448
Expenses					
Cost of freight and operations	1.4.1 and 19	15,954,913,409	16,712,819,790	914,648,640	983,862,043
Administrative expenses	19	940,695,006	921,718,244	270,535,863	247,296,537
Others expense					
Net doubtful debt		13,713,326	-	-	-
Loss on exchange rate		-	-	28,665,819	-
Loss on dissolution of subsidiary	8	-	3,938,600	-	-
Loss on sales of assets	10.2	-	-	234,690	-
Loss on impairment of investments	8	-	-	194,783,433	-
Loss on impairment of vessels and equipment, net	10.2	36,289,398	49,933,584	-	105,437,234
Unrealized loss on derivatives	7	7,325,356	1,719,184	7,325,356	1,719,184
Finance costs		324,791,976	249,540,463	161,903,558	127,836,041
Total expenses	20	17,277,728,471	17,939,669,865	1,578,097,359	1,466,151,039
Share of profit (loss) from investments in associates	9.1	40,313,242	78,335,297	-	-
Share of profit (loss) from investments in joint ventures	9.2	45,808,347	31,970,958	-	-
Profit (loss) before income tax expenses		(482,228,633)	(348,579,397)	(311,110,971)	(305,458,591)
Tax expenses (income)	22	10,714,283	7,753,752	-	-
Profit (loss) for the years	28	(492,942,916)	(356,333,149)	(311,110,971)	(305,458,591)
Profit (loss) for the year attributable to:					
Equity holders of the parent		(491,746,670)	(357,741,773)	(311,110,971)	(305,458,591)
Non - controlling interests		(1,196,246)	1,408,624	-	-
		(492,942,916)	(356,333,149)	(311,110,971)	(305,458,591)
Basic earnings (loss) per share	2.19				
Profit (loss) attributable to equity holders of the parent		(0.59)	(0.43)	(0.38)	(0.37)
The weighted average number of ordinary shares (share)		828,750,000	828,750,000	828,750,000	828,750,000

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of comprehensive income

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	For the years ended 31 December		For the years ended 31 December	
	2019	2018	2019	2018
Profit (loss) for the years	(492,942,916)	(356,333,149)	(311,110,971)	(305,458,591)
Other comprehensive income (loss) :				
Item that will be reclassified subsequently to profit or loss :				
Exchange differences on translating financial statement	(510,112,613)	(89,696,455)	(428,555,343)	(53,545,995)
Total item that will be reclassified subsequently to profit or loss	(510,112,613)	(89,696,455)	(428,555,343)	(53,545,995)
Other comprehensive income (loss) for the years	(510,112,613)	(89,696,455)	(428,555,343)	(53,545,995)
Total comprehensive income (loss) for the years	(1,003,055,529)	(446,029,604)	(739,666,314)	(359,004,586)
Total comprehensive income (loss) for the years attributable to :				
Equity holders of the parent	(1,000,439,009)	(447,438,228)	(739,666,314)	(359,004,586)
Non - controlling interests	(2,616,520)	1,408,624	-	-
	(1,003,055,529)	(446,029,604)	(739,666,314)	(359,004,586)

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of cash flows

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	For the years ended 31 December		For the years ended 31 December	
	2019	2018	2019	2018
Cash flows from operating activities				
Profit (loss) for the years	(492,942,916)	(356,333,149)	(311,110,971)	(305,458,591)
Adjustments to reconcile profit (loss) for the years to net cash provided by (used in) operating activities:				
Depreciation	1,431,894,276	1,591,025,760	399,329,297	438,988,244
Amortization	-	8,930	-	-
Loss (gain) on sales and write - off of assets	(102,913,748)	(132,886,013)	234,690	1,966,581
Loss (gain) on dissolution of subsidiary, net	-	-	-	(74,270,410)
Loss on impairment of vessels and equipment, net (reversal)	36,289,398	49,933,584	-	105,437,234
Loss on impairment of investments (reversal)	-	-	194,783,433	-
Provision for loss under onerous contracts (reversal)	-	(73,256,334)	-	-
Increase (decrease) in allowance for doubtful accounts	13,713,326	(279,220)	-	-
Dividend income	-	-	(51,085,524)	(67,886,521)
Unrealized loss (gain) on derivatives	7,325,356	1,719,184	7,325,356	1,719,184
Unrealized loss (gain) on exchange rate	168,885,060	(74,760,899)	27,242,811	(17,050,984)
Share of loss (profit) from investments in associates	(40,313,242)	(78,335,297)	-	-
Share of loss (profit) from investments in joint ventures	(45,808,347)	(31,970,958)	-	-
Provisions for employee benefits	18,341,706	6,824,367	16,877,161	6,329,037
Interest income	(3,669,293)	(6,278,189)	(106,205)	(422,327)
Finance costs	324,791,976	249,540,463	161,903,558	127,836,041
Tax expenses (income)	10,714,283	7,753,752	-	-
Profit (loss) from operating activities before changes in operating assets and liabilities	1,326,307,835	1,152,705,981	445,393,606	217,187,488
Operating assets decrease (increase)				
Trade receivables - unrelated parties	200,419,759	(576,309,362)	(8,653,956)	8,029,864
Trade receivables - related parties	10,883,985	5,577,163	(869,344,689)	(538,078,904)
Other receivables	97,584,544	281,623,130	(376,294,576)	(556,580,082)
Material supplies	96,297,447	(92,161,018)	139,966	(4,905,577)
Other current assets	3,741,111	(5,984,337)	896,784	(145,700)
Other non - current assets	(236,013)	(8,087,598)	(49,201)	(75,262)
Operating liabilities increase (decrease)				
Trade payables - unrelated parties	(356,984,529)	422,329,661	(13,547,167)	10,994,492
Trade payables - related parties	(77,109,003)	78,193,995	-	-
Other payables - accrued expenses	18,277,594	(10,144,251)	(4,181,357)	(5,230,365)
Advance receipt	(3,778,873)	1,836,222	1,417,453,350	2,361,407,882
Other current liabilities	(11,913,857)	27,595,474	(141,927)	615,916
Employee benefit obligation paid	(2,310,001)	-	(1,907,243)	-
Cash from operating activities	1,301,179,999	1,277,175,060	589,763,590	1,493,219,752
Cash received (paid) for income tax expenses	(15,866,366)	(15,379,997)	-	-
Net cash provided by (used in) operating activities	1,285,313,633	1,261,795,063	589,763,590	1,493,219,752

The accompanying notes to financial statements are an integral part of these financial statements.

Statements of cash flows (continued)

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	For the years ended 31 December		For the years ended 31 December	
	2019	2018	2019	2018
Cash flows from investing activities				
Cash received from sales of assets	217,051,898	201,172,465	113,846,039	-
Purchase of property, premises, vessels and equipment	(1,326,571,452)	(1,646,643,527)	(1,132,670,048)	(1,488,132,447)
Payment of payable on purchase of assets	(77,020,633)	-	(18,804,014)	-
Payment of advances for vessel constructions and equipment	(69,708,387)	(140,654,799)	(69,708,387)	(140,654,799)
Dividend received	21,754,353	67,886,521	51,085,524	67,886,521
Interest received	3,889,693	6,149,877	106,205	453,085
Net cash and equivalents received from business combination	-	13,140,475	-	-
Proceeds from purchase of non - controlling interests	-	4,074,526	-	-
Net cash provided by (used in) investing activities	(1,230,604,528)	(1,494,874,462)	(1,056,144,681)	(1,560,447,640)
Cash flows from financing activities				
Increase (decrease) in short - term loans from financial institutions	210,236,662	(438,702,963)	100,000,000	(446,786,513)
Payment of liabilities under financial lease agreements	(348,529,477)	(227,813,424)	-	-
Increase (decrease) in long - term loans	371,326,423	796,500,966	491,951,346	655,187,894
Finance costs paid	(346,924,342)	(248,088,956)	(150,921,593)	(128,863,995)
Dividend paid	-	(82,874,780)	-	(82,874,780)
Net cash provided by (used in) financing activities	(113,890,734)	(200,979,157)	441,029,753	(3,337,394)
Exchange differences on translating financial statement	865,792	(3,578,128)	62,098,067	13,870,609
Net increase (decrease) in cash and cash equivalents	(58,315,837)	(437,636,684)	36,746,729	(56,694,673)
Cash and cash equivalents at beginning of years	1,202,343,114	1,639,979,798	21,118,599	77,813,272
Cash and cash equivalents at end of years	1,144,027,277	1,202,343,114	57,865,328	21,118,599

The accompanying notes to financial statements are an integral part of these financial statements.

Notes to financial statements

Regional Container Lines Public Company Limited and its subsidiaries

For the year ended 31 December 2019

1. General information

1.1 Corporate information

Regional Container Lines Public Company Limited (“the Company”) was incorporated as a public limited company under Thai laws. The Company operates its business in Thailand and other countries in South China Sea and its principal activity is in the business of international vessel operations. The Company’s registered address is 127/35 Ratchadapisek Road, Chongnonsi, Yannawa, Bangkok.

1.2 Basis for preparation of financial statements

These financial statements have been prepared in accordance with financial reporting standards and guidelines promulgated by the Federation of Accounting Professions.

These financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

An English language version of the financial statements has been prepared from the statutory financial statements that were issued in Thai language. In case of conflict or difference in understanding, the financial statements in Thai language shall prevail.

1.3 Basis for consolidation of financial statements

(a) These consolidated financial statements include the financial statements of Regional Container Lines Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Company's Name	Type of business	Place of incorporation	Holding of investment
<u>Subsidiaries operating in Thailand</u>			
a) Asian Bulk Shipping Co., Ltd. (The company has ceased its operations)	Ship operating	Thailand	51% owned by the Company
b) RCL Logistics Co., Ltd.	Logistics services	Thailand	100% owned by the Company
<u>Group of subsidiaries operating in Singapore</u>			
c) RCL Investment Pte. Ltd. (The company has ceased its operations)	Holding company,	Singapore	100% owned by the Company
d) Regional Container Lines Pte. Ltd.	Ship owning and operating	Singapore	100% owned by the Company
e) RCL Feeder Pte. Ltd. and its subsidiaries, RCL Agencies (M) Sdn Bhd. (100% owned), RCL Feeder Phils., Inc. (100% owned) Regional Container Lines Shipping Co., Ltd. (100% owned) RCL (Vietnam) Co., Ltd. (80% owned) RCL (Myanmar) Co., Ltd. (65% owned) and Regional Logistics Co., Ltd. (100% owned)	Holding company, cargo consolidation and operating	Singapore	73% owned by Regional Container Lines Pte. Ltd. and 27% owned by the Company
f) RCL Services S.A. (The company has ceased its operations and completeness of liquidation in year 2018)	Ship operating	Panama	51% owned by RCL Investment Pte. Ltd. and 49% owned by the Company
g) RCL Shipmanagement Pte. Ltd.	Ship management	Singapore	51% owned by RCL Investment Pte. Ltd. and 49% owned by the Company
<u>Group of subsidiaries operating in Hong Kong</u>			
h) Regional Container Lines (H.K.) Ltd.	Holding company, shipping agent and the provision of transportation and cargo handling services	Hong Kong	100% owned by the Company

In the 1st quarter of year 2018, a subsidiary in Singapore made an additional investment in RCL (Vietnam) Co., Ltd. (RCV) from 49% to 80% of share capital, resulting status of RCV change from an associate to be a subsidiary of the Company. As a result, the Company's consolidated financial statement have included RCV's statement of financial position as of 31 December 2018 and statement of income and comprehensive income for the period from 1 February 2018 to 31 December 2018.

On 15 June 2018, a subsidiary in Singapore incorporated a subsidiary, RCL (Myanmar) Co., Ltd. in the Republic of the Union of Myanmar, to provide general and commercial representation for maritime transportation as well as freight - forwarding services, logistics services, warehouse, and any ancillary activities. The subsidiary in Singapore is holding 65% of share capital amounting USD 250,000. On 17 July 2018, the subsidiary in Singapore paid the capital investment of USD 162,500.

On 18 May 2018, a subsidiary in Singapore incorporated a wholly - owned subsidiary of share capital amounting USD 850,000 (850,000 share of USD 1 each) , Regional Logistics Co., Ltd. in The People's Republic of China to undertake international logistics, to provide inbound and outbound international transportation both cargo land and marine transportation, customs declarations, warehousing and dispatching. At the present, the subsidiary in Singapore paid the capital investment of USD 170,000 (170,000 shares of USD 1 each).

(b) Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

(c) Investments in associates and joint ventures are accounted for using the equity method and is recognised initially at cost. The consolidated financial statements include the Group's share of the income and expenses and equity movements of equity accounted investee from the date that significant influence incurs until the date that significant influence ceases.

(d) The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent significant accounting policies.

(e) The financial statements of the subsidiaries, the associates and joint ventures are translated into the Group's functional currency and into the presentation currency as stated in note 2.13

(f) Material outstanding balances and transactions between the Company and its subsidiaries ("the Group") have been eliminated from the consolidated financial statements.

(g) No Thai income tax has been accrued for undistributed net income of the overseas subsidiaries, since the net income are intended to be retained by those subsidiaries for long - term reinvestment purposes.

(h) Non - controlling interest represent the portion of net income or loss and net assets of the subsidiaries that are not held by the group's Company and are presented separately in the consolidated statements of income and within equity in the consolidated statements of financial position.

1.4 Adoption of new financial reporting standards

1.4.1 Financial reporting standards which are effective for the current year

During the year, the Group adopted a number of revised and new accounting standards and financial reporting standards including their interpretations, issued by the Federation of Accounting Professions, which are effective for financial statements year beginning on or after 1 January 2019. Adoption of the above financial reporting standards in the current period do not have material effect on the financial statements. Accordingly, the Group reclassified revenues recovered from customers from “cost of freight and operations” to “freight income” for the years ended 31 December 2019 and 2018 amounting to USD 163.84 million or approximately Baht 5,102.16 million and USD 161.39 million or approximately Baht 5,218.43 million, respectively (The Company amounting to USD 0.04 million or approximately Baht 1.22 million and USD 0.09 million or approximately Baht 2.83 million, respectively)

The above reclassification, due to initial adoption of TFRS 15 Revenue from Contract with Customers, superseding TAS 11 (revised 2017) Construction Contracts and TAS 18 (revised 2017) Revenue and the interpretation of relevant financial reporting standards, has no impact to the beginning retained earnings and profit and loss of the Group.

1.4.2 Financial reporting standards which are not effective for the current year

The Federation of Accounting Professions has issued the new accounting standard, financial reporting standards, accounting standard interpretations and financial reporting standard interpretations, which are effective for financial statements period beginning on or after 1 January 2020 as follows:

Accounting Standard

- TAS 1 Presentation of Financial Statements
- TAS 2 Inventories
- TAS 7 Statement of Cash Flows
- TAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- TAS 10 Events after the Reporting Period
- TAS 12 Income Taxes
- TAS 16 Property, Plant and Equipment
- TAS 19 Employee Benefits
- TAS 20 Accounting for Government Grants and Disclosure of Government Assistance
- TAS 21 The Effects of Changes in Foreign Exchange Rates
- TAS 23 Borrowing Costs
- TAS 24 Related Party Disclosures
- TAS 26 Accounting and Reporting by Retirement Benefit Plans
- TAS 27 Separate Financial Statements
- TAS 28 Investments in Associates and Joint Ventures
- TAS 29 Financial Reporting in Hyperinflationary Economies
- TAS 32 Financial Instruments: Presentation
- TAS 33 Earnings per Share
- TAS 34 Interim Financial Reporting

Accounting Standard

- TAS 36 Impairment of Assets
- TAS 37 Provisions, Contingent Liabilities and Contingent Assets
- TAS 38 Intangible Assets
- TAS 40 Investment Property
- TAS 41 Agriculture

Financial Reporting Standard

- TFRS 1 First - time Adoption of Thai Financial Reporting Standards
- TFRS 2 Share - based Payment
- TFRS 3 Business Combinations
- TFRS 4 Insurance Contract
- TFRS 5 Non - current Assets Held for Sale and Discontinued Operations
- TFRS 6 Exploration for and Evaluation of Mineral Resources
- TFRS 7 Financial Instruments: Disclosures
- TFRS 8 Operating Segments
- TFRS 9 Financial Instruments
- TFRS 10 Consolidated Financial Statements
- TFRS 11 Joint Arrangements
- TFRS 12 Disclosure of Interests in Other Entities
- TFRS 13 Fair Value Measurement
- TFRS 15 Revenue from Contracts with Customers
- TFRS 16 Leases

Accounting Standard Interpretations

- TSIC 10 Government Assistance - No Specific Relation to Operating Activities
- TSIC 25 Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
- TSIC 29 Service Concession Arrangements: Disclosures
- TSIC 32 Intangible Assets - Web Site Costs

Financial Reporting Standard Interpretations

- TFRIC 1 Changes in Existing Decommissioning, Restoration and Similar Liabilities
- TFRIC 5 Rights to Interests arising from Decommissioning,
Restoration and Environmental Rehabilitation Funds
- TFRIC 7 Applying the Restatement Approach under TAS 29
Financial Reporting in Hyperinflationary Economies
- TFRIC 10 Interim Financial Reporting and Impairment

Financial Reporting Standard Interpretations

- TFRIC 12 Service Concession Arrangements
- TFRIC 14 TAS 19 - The Limit on a Defined Benefit Asset,
Minimum Funding Requirements and their Interaction
- TFRIC 16 Hedges of a Net Investment in a Foreign Operation
- TFRIC 17 Distributions of Non - Cash Assets to Owners
- TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments
- TFRIC 20 Stripping Costs in the Production Phase of a Surface Mine
- TFRIC 21 Levies
- TFRIC 22 Foreign Currency Transactions and Advance Consideration
- TFRIC 23 Uncertainty over Income Tax Treatments

The management of the Group has assessed TAS, TFRS, TSIC and TFRIC which are effective for financial statement year beginning on or after 1 January 2020 as follows:

1) TAS 1, TAS 7, TAS 8, TAS 10, TAS 12, TAS 16, TAS 19, TAS 21, TAS 23, TAS 24, TAS 27, TAS 28, TAS 33, TAS 34, TAS 36, TAS 37, TAS 38, TAS 40, TFRS 8, TFRS 10, TFRS 11, TFRS 12, TFRS 13, TFRS 15 and TFRIC 22 will not have material impact on the financial statements when they are applied.

2) The management of the Group is currently evaluating the impact of TAS 32, TFRS 7, TFRS 9, TFRS 16, TFRIC 16 and TFRIC 19 to the financial statements when they are adopted.

3) The other TAS, TFRS, TSIC and TFRIC which have not been stated in No.1) and No.2) are not relevant to the Group business, therefore they do not have impact on the financial statement when they are applied.

2. Significant accounting policies

2.1 Revenue recognition

Freight income

Freight income is recognised when services have been rendered taking into account the stage of completion.

Interest income

Interest income is recognised on an accrual basis based on the effective rate method.

Dividends

Dividends are recognised when the right to receive the dividends is established.

Other income

Other income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

2.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand, cash at banks and all short - term highly liquid investments and not subject to withdrawal restrictions.

2.3 Trade receivables

Trade receivables are stated at their net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

2.4 Material supplies

Material supplies are valued at cost, on a first - in, first - out basis.

2.5 Investments

- (a) Investments in securities held for trading are stated at fair value. Gains or losses arising from changes in carrying amounts of securities are included in determining earnings.
- (b) Investments in available - for - sale securities are stated at fair value. Changes in the carrying amounts of securities are recorded as separate items in shareholders' equity until the securities are sold, when the changes are then included in determining earnings.
- (c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortized cost. The premium/discount on debt securities is amortized by the effective rate method with the amortized amount presented as an adjustment to the interest income.
- (d) Other long - term investments in non - marketable equity securities are stated at cost.
- (e) Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method.
- (f) Investments in subsidiary, associated and joint ventures companies are accounted for in the separate financial statements using the cost method.

The weighted average method is used for computation of the cost of investments.

Provision for loss is set aside only for any permanent diminution in the value of the investments.

2.6 Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group, other than those with entities under common control.

The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

In a business combination achieved in stages, the Group shall remeasure its previously held equity interest in the acquiree at its acquisition - date fair value and recognize the resulting gain or loss in the statements of income.

The Group measures goodwill at the acquisition date as :

- The fair value of the consideration transferred ; plus
- The recognized amount of and non - controlling interest in the acquiree ; plus
- In a business combination achieved in stages, the acquisition - date fair value of the acquirer's previously held equity interest in the acquiree ; less
- The fair value of the identifiable assets acquired and liabilities assumed

When the excess is positive, goodwill is recognized and if the excess is negative, a gain on business acquisition is recognized immediately in the statements of income.

Consideration transferred includes the fair value of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share - based payment awards of the acquiree that are replaced mandatorily in the business combination.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

At the acquisition date, the non - controlling interest in the acquiree was measured at the non - controlling interest's proportionate share of the acquiree's identifiable net assets.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

2.7 Property, premises, vessels and equipment/Depreciation and amortization

Property, premises, vessels and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of fixed assets is calculated by reference to their costs after deducting residual value on the straight - line basis over the following estimated useful lives of assets.

Vessels	25 years
Condominiums and leasehold buildings	20, 50 years
Long - term leasehold land and leasehold improvements	The term of the lease
Other fixed assets	3 - 10 years

No depreciation is provided for land and vessels installation.

Major repair and maintenance costs of vessels are capitalized when incurred and amortized on a straight - line basis over a period of 30 months.

2.8 Borrowing costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.9 Intangible assets

Intangible assets are measured at cost on the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

Intangible assets with finite lives are amortized on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method of such intangible assets are reviewed at least at each financial year end. The amortization expense is charged to the statements of income.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 years

2.10 Financial instruments

Financial instruments carried in the statements of financial position principally comprise cash and cash equivalents, trade receivables, trade payables and loans. The particular recognition methods adopted are disclosed in the individual policy associated with each item.

Cross interest rate swap contracts

Cross interest rate swap contracts protect the Group from fluctuations in interest rates. The Group recognizes the total amount of interest received from/paid to the counterparties, according to derivatives under cross interest rate swap contracts in finance costs using the accrual basis and recognizes derivative assets/liabilities of cross interest rate swap contracts at fair value at the end of reporting period, in the statements of financial position. The Group recognizes movements in the fair value of derivatives in profit or loss.

2.11 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

2.12 Long - term leases

Leases of property, plant and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased property or the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long - term payables, while the interest element is charged to the statements of income over the lease period. If there is no reasonable certainty that the lessees will obtain ownership by the end of the lease term, the asset acquired under finance lease shall be fully depreciated over the shorter of the useful life of the asset or the lease term.

2.13 Foreign currencies

The Group's consolidated financial statements are presented in Thai Baht, which is different from the Group's functional currency of USD. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

a) Translation of foreign currency transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency. Foreign currency transactions during a particular year are translated into USD at the exchange rates ruling on the transaction dates.

Monetary assets and liabilities in foreign currencies outstanding on the statement of financial position date are translated into their functional currency at the exchange rates ruling at the reporting date. The exchange differences arising on the translation are recognized in the statement of income.

Non - monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non - monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

b) Translation into the Group's functional currency

As Group's functional currency is USD, The assets and liabilities of each entity in the Group whose functional currency is not USD are translated into USD at the exchange rates ruling at the reporting date and the items in their statements of income and statements of comprehensive income are translated at the average exchange rates of each year.

The exchange differences arising on the translation are recognized in other comprehensive income.

The USD functional currency statements are disclosed in note 28 to the financial statements.

c) Translation into the presentation currency

The assets and liabilities of each entity in the Group are translated into the Thai Baht presentation currency financial statements at the exchange rate ruling at the reporting date and the items in their statements of income and statements of comprehensive income are translated at the average exchange rates of each year.

The exchange differences arising on the translation are recognized in other comprehensive income.

2.14 Property investments held for long - term investment

Property investments held for long - term investment are stated at fair value.

2.15 Impairment of assets

At each reporting date, the Group performs impairment reviews in respect of the property, plant, vessels and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognized when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre - tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. An impairment loss is recognized in the statements of income.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the lower of its recoverable amount (if determinable) and the carrying amount that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

2.16 Employee benefits

Salaries, wages, bonuses, contributions to the social security fund, provident fund and other benefits are recognized as expenses when incurred.

Severance Payment as specified in Labor Law are recognized as expenses in the statements of income along the service period of employees. The Group's post - employment benefit obligations are estimated by a qualified actuary under the actuarial assumption using the Projected Unit Credit Method.

However, the actual benefit obligation may be different from the estimate.

The Group shall recognize the actuarial gains or losses arising from defined benefit plan in the period incurred in other comprehensive income.

The Group recognized termination benefits when it is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy.

Past service costs are recognized in the statement of income when The Group plan amendment or curtailment occurs, or recognition in related restructuring costs or termination benefits.

2.17 Provisions

Provisions are recognized when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provision for cargo claims is made based on the estimated amounts that are unrecoverable from insurance companies.

2.18 Income tax

Income tax for the year comprises current and deferred tax. Current and deferred tax are recognized in the statement of income except to the extent that they relate to business combination or items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2.19 Basic earnings (loss) per share

Basic earnings per share are determined by dividing profit (loss) for the year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding.

3. Significant accounting judgments and estimates

The preparation of financial statements in conformity with financial reporting standards principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures and actual results could differ. Significant judgments and estimates are as follows:

3.1 Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

3.2 Premises, vessels and equipment

In determining depreciation of premises, vessels and equipment, the management is required to make estimates of useful lives and salvage values of the Group's premises, vessels and equipment and to review estimated useful lives and salvage values when there are any changes.

In addition, the management is required to review premises, vessels and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

3.3 Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

3.4 Intangible assets

The initial recognition and measurement of intangible assets and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

3.5 Litigation

The Group has contingent liabilities as a result of litigation. The management has used judgment to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the statements of financial position date.

3.6 Provision for onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting the Group's obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

3.7 Provisions for employee benefits

Provisions for employee benefits is estimated using the actuarial method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Change in accounting estimation

During the current year, the Group changed the estimated residual value of the vessels. This change was made so that the residual value of the vessels would approximate market value. The effect of the change is to increase net income of the Group and the Company for the year ended 31 December 2019 by Baht 85.4 million and Baht 23.9 million, respectively (Baht 0.103 per share and Baht 0.029 per share, respectively).

Business acquisitions

On 1 February 2018, a subsidiary in Singapore purchased 31% of the registered share capital of RCL (Vietnam) Co., Ltd. ("RCV") from the existing shareholders. (Registered capital of VND 4,748 million), totalling USD 0.1 million or approximately Baht 3.2 million. The Group's equity interest in RCV increased from 49% to 80%, resulting in the change of its status from an associate to a subsidiary.

RCL (Vietnam) Co., Ltd. operates as Shipping Agent. As a result of obtaining control of RCV shall increase capacities in expanding business in Vietnam.

The acquisition qualifies for treatment as a business combination in accordance with TFRS 3 (revised 2017) Business Combinations, which requires that the assets acquired and liabilities assumed be record at their fair value, together with goodwill, if any. At the acquisition date the fair value of the identifiable assets acquired and liabilities incurred is close to the carrying amount and the fair value of the subsidiary's previously held equity interest in the acquiree was measured based on the price at which the subsidiary paid for additional investment.

At the acquisition date, the non - controlling interest in the acquire was measured at the non - controlling interest's proportionate share of the acquiree's identifiable net assets.

At the acquisition date, the fair value of investments in RCL (Vietnam) Co., Ltd., which the subsidiaries previously held equity interest in the acquiree, is as follows:

(Unit: Thousand Baht)

Fair value of the subsidiary's previously - held in the acquiree	
before business combination	5,052
<u>Less</u> Carrying amount of investment at equity method	<u>(6,320)</u>
Gain (loss) on fair value adjustments of investment	<u><u>(1,268)</u></u>

The subsidiary recognized the loss on fair value adjustment in the statements of income for the 1st quarter of 2018.

At the acquisition date, the consideration transferred and the recognition of amounts of assets acquired and liabilities assumed, non - controlling interest in the acquiree and the Group's previously - held equity interest in the acquiree are as follows:

(Unit: Thousand Baht)

	<u>Recognized Value</u>
Consideration transferred	3,158
<u>Add</u> Fair value of the subsidiary's previously - held equity interest in the acquiree	
before business combination	5,052
Total	<u>8,210</u>
<u>Less</u> Net amounts of assets acquired and liabilities assumed	
<u>Identifiable Assets</u>	
- Cash and cash equivalents	20,373
- Trade receivables	264
- Other receivables	2,597
<u>Identifiable liabilities</u>	
- Trade payables	(2,248)
- Other payables	(8,086)
- Non - controlling interests	<u>(2,580)</u>
Net identifiable assets and liabilities - acquired	<u>10,320</u>
Gain from purchase	<u><u>(2,110)</u></u>

The subsidiary recognized the gain from purchase in the statements of income for 1st quarter of 2018.

Net cash payment for acquisition in RCL (Vietnam) Co., Ltd. as follows:

(Unit: Thousand Baht)

Consideration transferred	3,158
<u>Less</u> Cash and cash equivalents in proportionate to the share holding	
(20,373 x 80%)	<u>(16,298)</u>
Net cash and cash equivalents received from business combination	<u><u>(13,140)</u></u>

The subsidiary does not have any acquisition costs.

6. Trade receivables

The balances of trade receivables - unrelated parties as at 31 December 2019 and 2018 are classified by aging as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Under 90 days	1,669,490	2,036,573	10,854	2,417
91 - 180 days	56,826	97,959	-	-
181 - 365 days	132,944	54,557	744	527
Over 365 days	67,295	82,077	-	-
Total	1,926,555	2,271,166	11,598	2,944
<u>Less</u> Allowance for doubtful accounts	(56,584)	(56,106)	-	-
Net	1,869,971	2,215,060	11,598	2,944

The balances of trade receivables - related parties as at 31 December 2019 and 2018 are classified by aging as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Under 90 days	22,972	28,677	283,518	206,438
91 - 180 days	9,585	15,020	91,353	144,366
181 - 365 days	-	-	-	188,596
Over 365 days	-	-	-	185,853
Total	32,557	43,697	374,871	725,253
<u>Less</u> Allowance for doubtful accounts	(9,599)	-	-	-
Net	22,958	43,697	374,871	725,253

7. Unrealized gain (loss) from changes in the fair value of derivatives

	Note	(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statement	financial statement
Beginning balance as at 31 December 2018		546	546
Unrealized gain (loss) on derivatives		(7,325)	(7,325)
Exchange differences on translating financial statement		156	156
Ending balance as at 31 December 2019	26.1 (2)	(6,623)	(6,623)

8. Investments in subsidiaries, net

(Unit: Million Baht)

Company's name	Separate financial statements									
	Paid - up capital		Percentage directly owned by the Company		Cost		Dividend for the years ended 31 December			
	2019	2018	2019	2018	2019	2018	2019	2018		
				Percent	Percent					
<u>Subsidiaries operating in Thailand</u>										
a) Asian Bulk Shipping Co., Ltd.	Baht 25 Million	Baht 25 Million	51	51	12	12	-	-		
b) RCL Logistics Co., Ltd.	Baht 5 Million	Baht 5 Million	100	100	5	5	29	-		
<u>Subsidiaries operating in Singapore</u>										
c) RCL Investment Pte. Ltd.	S\$ 10 Million	S\$ 10 Million	100	100	216	230	-	-		
d) Regional Container Lines Pte. Ltd.	S\$ 136.5 Million	S\$ 136.5 Million	100	100	4,800	5,120	-	-		
e) RCL Feeder Pte. Ltd.	USD 138.6 Million	USD 138.6 Million	27	27	1,038	1,107	-	-		
f) RCL Shipmanagement Pte. Ltd.	S\$ 0.3 Million	S\$ 0.3 Million	49	49	74	79	-	-		
<u>Subsidiary operating in Hong Kong</u>										
g) Regional Container Lines (H.K.) Ltd.	HK\$ 20 Million	HK\$ 20 Million	100	100	220	235	-	-		
					6,365	6,788	29	-		
<u>Less : Allowance for impairment</u>					(192)	(2)				
<u>Total investments in subsidiaries, net</u>					<u>6,173</u>	<u>6,786</u>				

Movement in the investments in subsidiaries for the year ended 31 December 2019 are summarized below:

(Unit: Thousand Baht)

Investment as at 31 December 2018	6,786,353
<u>Less : Loss on impairment of investments</u>	(194,783)
Exchange differences on translating financial statement	(418,421)
Investment as at 31 December 2019	<u>6,173,149</u>

As at 31 December 2019, the Company provided the allowance for impairment due to plan to close the RCL Investment Pte. Ltd which is the subsidiary in Singapore.

During the first quarter of 2018, RCL Service S.A. the debt of the Company of USD 2.42 million (approximately Baht 78.26 million) and liquidated. As a result, the Company recognized gain from dissolution of the subsidiary as follows:

	(Unit: Thousand Baht)
Gain from debt remitted	78,263
<u>Less</u> : Loss on dissolution of subsidiary	(1,584)
<u>Less</u> : Loss on impairment of investments in subsidiary that invested in the dissolved subsidiary	(2,409)
Gain on dissolution of subsidiary, net for the year ended 31 December 2018	<u><u>74,270</u></u>

9. Investments in associates and joint ventures

9.1 Investments in associates

Company's name	Paid - up capital		Percentage directly owned by the Company		Cost		Equity method		(Unit: Million Baht) Dividend for the years ended 31 December	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
			Percent	Percent						
<u>Investment in associates of the Company</u>										
TIPS Co., Ltd. (Port operating)	Baht 100	Baht 100	22	22	50	54	337	341	22	68
	Million	Million								
Total investment in associates of the Company					50	54	337	341	22	68
<u>Investment in associates of the subsidiaries</u>										
PT Daerah Indah Shipping (Ship agency) (a)		USD 0.75								
	-	Million	-	49	-	12	-	12	-	-
Pu Chao Container Terminal Co., Ltd. (Port operating)	Baht 30 Million	Baht 30 Million	49	49	15	15	-	-	-	-
N - Square RCL Logistics Co., Ltd. (Warehouse operating) (b)	Baht 5 Million	-	40	-	2	-	2	-	-	-
Total investment in associates of the subsidiaries					17	27	2	12	-	-
Total investment in associates					67	81	339	353	22	68

Movements in the investment in associates for the year ended 31 December 2019 are summarized below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Investment as at 31 December 2018	353,353	53,782
Dividend income	(21,754)	-
Additional investment (b)	2,023	-
Share of profit under equity method	40,313	-
Associates dissolve and liquidate (a)	(12,118)	-
Exchange differences on translating financial statement	(22,628)	(3,356)
Investment as at 31 December 2019	<u>339,189</u>	<u>50,426</u>

(a) In August 2019, PT Daerah Indah Shipping which is an associated of subsidiary in Singapore has been dissolved.

(b) In August 2019, a subsidiary in Thailand invested in a new company in Thailand, named N - Square RCL Logistics Co., Ltd., to manage the warehouse and distribution centers with 40% of share capital amounting Baht 5 million with paid - up capital amounting to Baht 5 million.

9.2 Investments in joint venture

Company's name	(Unit: Million Baht)							
	Consolidated financial statements							
	Paid - up capital		Percentage directly owned by the Company		Equity method		Dividend for the years ended 31 December	
	2019	2018	2019	2018	2019	2018	2019	2018
			Percent	Percent				
<u>Investment in joint venture of the subsidiaries</u>								
RCL Agencies (India) Private Limited	INR	INR						
(Shipping agent and providing transportation and cargo handling services)	40	40	55	55	93	62	-	-
	Million	Million						
RCL Agencies East India Private Limited	INR							
(Shipping agent and providing transportation and cargo handling services)	15		55	-	13	-	-	-
	Million	-						
Total investment in joint venture					<u>106</u>	<u>62</u>	<u>-</u>	<u>-</u>

Movements in the investment in joint ventures for the year ended 31 December 2019 are summarized below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Investment as at 31 December 2018	62,085	-
Dividend income	-	-
Additional investment	3,691	
Share of profit under equity method	45,808	-
Exchange differences on translating financial statement	(5,159)	-
Investment as at 31 December 2019	<u>106,425</u>	<u>-</u>

In April 2019, a subsidiary in Singapore and a foreign company in India had entered into a joint venture agreement to setting up company namely RCL Agencies East India Private Limited, for the purpose of shipping agent and providing transportation and cargo handling services, which has been registered in 1st quarter of year 2019. A subsidiary' shareholding is 55% of share capital. The share capital and paid - up capital amounted Indian Rupee 15 million.

Financial information of the associates and joint ventures is summarised below. (2018: Audited financial statements, 2019: Management's accounts).

Company's name	Paid - up capital		Total assets		Total liabilities		Total revenues for the years ended		Profit (loss) for the years ended	
							31 December		31 December	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
<u>Investment in associates of the Company</u>										
TIPS Co., Ltd.	Baht 100	Baht 100								
	Million	Million	1,793	1,830	137	257	1,314	1,666	181	343
<u>Investment in associates of the subsidiaries</u>										
PT Daerah Indah Shipping		USD 0.67								
	-	Million	-	22	-	-	-	-	-	-
Pu Chao Container Terminal Co., Ltd.	Baht 30	Baht 30								
	Million	Million	41	36	54	53	80	73	2	4
N - Square RCL Logistics Co., Ltd.	Baht 5									
	Million	-	8	-	6	-	7	-	(2)	-
<u>Investment in joint ventures of the subsidiaries</u>										
RCL Agencies (India) Private Limited	INR 40	INR 40								
	Million	Million	195	119	65	15	120	101	66	54
RCL Agencies East India Private Limited	INR 15									
	Million	-	112	-	89	-	49	-	17	-

10. Property, premises, vessels and equipment, net10.1 Property and premises, net

(Unit: Baht)

	Building in Bangkok	Building in Singapore	Building in Hong Kong	Improvement of buildings in Singapore	Improvement of buildings in Hong Kong	Total
<u>Cost</u>						
As at 31 December 2018	57,842,315	161,327,911	252,367,580	63,979,094	5,629,606	541,146,506
Acquisitions	-	-	-	865,486	-	865,486
Write - off	-	-	-	(785,967)	-	(785,967)
Exchange differences on translating financial statement	(3,609,467)	(10,067,160)	(14,420,504)	(4,116,946)	(321,681)	(32,535,758)
As at 31 December 2019	54,232,848	151,260,751	237,947,076	59,941,667	5,307,925	508,690,267
<u>Accumulated depreciation</u>						
As at 31 December 2018	(57,418,800)	(46,028,881)	(61,631,135)	(62,600,437)	(5,629,606)	(233,308,859)
Depreciation for the year	-	(3,170,450)	(2,565,998)	(451,606)	-	(6,188,054)
Write - off	-	-	-	728,547	-	728,547
Exchange differences on translating financial statement	3,583,039	2,954,654	3,573,140	4,056,688	321,681	14,489,202
As at 31 December 2019	(53,835,761)	(46,244,677)	(60,623,993)	(58,266,808)	(5,307,925)	(224,279,164)
<u>Allowance for loss on impairment</u>						
As at 31 December 2018	-	-	-	-	-	-
Increase	-	-	-	-	-	-
Reversal	-	-	-	-	-	-
Exchange differences on translating financial statement	-	-	-	-	-	-
As at 31 December 2019	-	-	-	-	-	-
<u>Net book value</u>						
As at 31 December 2018	423,515	115,299,030	190,736,445	1,378,657	-	307,837,647
As at 31 December 2019	397,087	105,016,074	177,323,083	1,674,859	-	284,411,103

The subsidiaries have mortgaged the above properties to secure credit facilities.

As at 31 December 2019 and 2018, building and improvement of buildings items have been fully depreciated but are still in use. The original cost of those assets amounted to approximately Baht 117 million and Baht 125 million (The Company: Baht 54 million and Baht 57 million), respectively.

10.2 Vessels and equipment - Consolidated financial statement

(Unit: Baht)

	Vessels	Major repair and maintenance cost	Container	Office furniture, fixtures and equipment	Motor vehicles	Total
<u>Cost</u>						
As at 31 December 2018	27,744,677,225	631,396,801	2,353,483,884	161,560,298	18,691,754	30,909,809,962
Acquisitions	1,534,251,879	113,048,332	257,349,636	5,249,124	61,377	1,909,960,348
Disposals	(1,463,847,333)	-	(103,633,741)	(991,044)	-	(1,568,472,118)
Write - off	-	(173,771,109)	-	-	-	(173,771,109)
Exchange differences on translating financial statement	(1,733,148,370)	(37,822,802)	(150,855,175)	(9,827,021)	(903,549)	(1,932,556,917)
As at 31 December 2019	26,081,933,401	532,851,222	2,356,344,604	155,991,357	17,849,582	29,144,970,166
<u>Accumulated depreciation</u>						
As at 31 December 2018	(14,996,740,673)	(309,872,750)	(697,791,240)	(147,853,833)	(13,900,232)	(16,166,158,728)
Depreciation for the year	(846,017,696)	(201,802,741)	(370,577,078)	(6,297,491)	(1,011,216)	(1,425,706,222)
Disposals	1,246,378,486	-	103,633,217	891,939	-	1,350,903,642
Write - off	-	173,771,109	-	-	-	173,771,109
Exchange differences on translating financial statement	925,423,381	20,064,872	50,478,453	9,169,721	819,171	1,005,955,598
As at 31 December 2019	(13,670,956,502)	(317,839,510)	(914,256,648)	(144,089,664)	(14,092,277)	(15,061,234,601)
<u>Allowance for loss on impairment</u>						
As at 31 December 2018	(1,793,928,984)	-	-	-	-	(1,793,928,984)
Increase	(36,289,398)	-	-	-	-	(36,289,398)
Reversal	-	-	-	-	-	-
Disposals	103,388,117	-	-	-	-	103,388,117
Exchange differences on translating financial statement	110,201,325	-	-	-	-	110,201,325
As at 31 December 2019	(1,616,628,940)	-	-	-	-	(1,616,628,940)
<u>Net book value</u>						
As at 31 December 2018	10,954,007,568	321,524,051	1,655,692,644	13,706,465	4,791,522	12,949,722,250
As at 31 December 2019	10,794,347,959	215,011,712	1,442,087,956	11,901,693	3,757,305	12,467,106,625

Vessels and equipment - Separate financial statements

(Unit: Baht)

	Vessels	Major repair and maintenance cost	Office furniture, fixtures and equipment	Motor vehicles	Total
<u>Cost</u>					
As at 31 December 2018	10,480,996,302	222,011,213	43,363,476	5,821,310	10,752,192,301
Acquisitions	1,368,056,098	19,390,515	2,754,708	-	1,390,201,321
Disposals	(1,463,847,333)	-	-	-	(1,463,847,333)
Write - off	-	(50,563,834)	-	-	(50,563,834)
Exchange differences on translating financial statement	(651,545,029)	(13,044,054)	(2,777,526)	(363,260)	(667,729,869)
As at 31 December 2019	9,733,660,038	177,793,840	43,340,658	5,458,050	9,960,252,586
<u>Accumulated depreciation</u>					
As at 31 December 2018	(5,243,957,924)	(92,525,169)	(39,494,639)	(5,821,310)	(5,381,799,042)
Depreciation for the year	(324,339,571)	(72,748,005)	(2,241,721)	-	(399,329,297)
Disposals	1,248,222,507	-	-	-	1,248,222,507
Write - off	-	50,563,834	-	-	50,563,834
Exchange differences on translating financial statement	303,230,963	6,350,069	2,522,777	363,260	312,467,069
As at 31 December 2019	(4,016,844,025)	(108,359,271)	(39,213,583)	(5,458,050)	(4,169,874,929)
<u>Allowance for loss on impairment</u>					
As at 31 December 2018	(105,488,756)	-	-	-	(105,488,756)
Increase	-	-	-	-	-
Reversal	-	-	-	-	-
Disposals	101,544,096	-	-	-	101,544,096
Exchange differences on translating financial statement	3,944,660	-	-	-	3,944,660
As at 31 December 2019	-	-	-	-	-
<u>Net book value</u>					
As at 31 December 2018	5,131,549,622	129,486,044	3,868,837	-	5,264,904,503
As at 31 December 2019	5,716,816,013	69,434,569	4,127,075	-	5,790,377,657

The Group has mortgaged most of their vessels to secure credit facilities granted to the Group.

As at 31 December 2019 and 2018, certain vessels and equipment items have been fully depreciated but are still in use. The original cost of those assets amounted to approximately Baht 1,449 million and Baht 1,185 million (The Company: Baht 432 million and Baht 497 million), respectively.

As at 31 December 2019 and 2018, the subsidiary in Singapore has containers acquired under finance lease agreements, with net book value amounting to USD 47.5 million (approximately Baht 1,442.1 million) and USD 51.2 million (approximately Baht 1,655.7 million), respectively (the Company only: amounted to approximately Baht - million and Baht - million, respectively).

Transactions occurred in year 2018:

During the year 2018, a subsidiary in Singapore sold containers which the gain on the sale was USD 3.7 million (approximately Baht 118.8 million).

At the end of year 2018, the management determined the recoverable amount of the Company and the Subsidiary in Singapore vessels according to value in use by reference the revenue information of the independent professional appraiser. The result of this determination, the Group and the Company's recoverable amount was higher than the carrying amount. Hence, the Group recorded the reversal on impairment of vessels amounting to USD 1.7 million or approximately Baht 53.4 million (The Company: USD - million or approximately Baht - million) in the statement of income for the year 2018 and recorded the loss on impairment of the vessels which the Company had signed a memorandum of agreement to sell the financial statement amounting to USD 3.2 million or approximately Baht 103.3 million (The Company : USD 3.3 million or approximately Baht 105.4 million).

The discount rate (before tax) of the determination is 8.0% per annum.

Transactions occurred in year 2019:

During the year 2019, a subsidiary in Singapore sold containers which the gain on the sale was USD 3.3 million (approximately Baht 103.3 million).

At the end of year 2019, the management determined the recoverable amount of the Company and the Subsidiary in Singapore vessels according to value in use by reference the revenue information of the independent professional appraiser. The result of this determination, the total allowance for impairment loss which has been recorded is adequate and the Group recorded the loss on impairment of the vessels which the Company had signed a memorandum of agreement to sell are disclosed in Note 29 to the financial statement amounting to USD 1.2 million or approximately Baht 36.3 million (The Company : USD - million or approximately Baht - million).

The discount rate (before tax) of the determination is 8.0% per annum.

Depreciation in the statements of income for the years 2019 and 2018 consisted of the following:

	(Unit: Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Depreciation included in				
Cost of freight and operations	1,418,397,515	1,577,016,807	397,087,576	437,206,415
Administrative expenses	13,496,761	14,008,953	2,241,721	1,781,829
Total	<u>1,431,894,276</u>	<u>1,591,025,760</u>	<u>399,329,297</u>	<u>438,988,244</u>
				(Unit: USD)
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Depreciation included in				
Cost of freight and operations	45,548,614	48,772,408	12,751,565	13,521,485
Administrative expenses	433,418	433,255	71,988	55,107
Total	<u>45,982,032</u>	<u>49,205,663</u>	<u>12,823,553</u>	<u>13,576,592</u>

11. Intangible assets, net

	(Unit: Baht)
	Consolidated financial statements
	Computer software
<u>Cost</u>	
As at 31 December 2018	339,929,705
Increase	-
Decrease	-
Transfer in (out)	-
Exchange differences on translating financial statement	(21,270,828)
As at 31 December 2019	<u>318,658,877</u>
<u>Accumulated amortization</u>	
As at 31 December 2018	(339,929,699)
Increase	-
Decrease	-
Exchange differences on translating financial statement	21,270,828
As at 31 December 2019	<u>(318,658,871)</u>
<u>Net book value</u>	
As at 31 December 2018	<u>6</u>
As at 31 December 2019	<u>6</u>

As at 31 December 2019 and 2018, computer software have been fully amortized but are still in use. The original cost of those asset amounted to approximately Baht 319 million and Baht 340 million, respectively.

12. Short - term loans from financial institutions

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Loans from financial institution no. 1	450,000	350,000	450,000	350,000
Loans from financial institution no. 2	107,373	-	-	-
Loans from financial institution no. 3	545,963	582,300	-	-
Total	<u>1,103,336</u>	<u>932,300</u>	<u>450,000</u>	<u>350,000</u>

As at 31 December 2019 and 2018, loans from financial institution no. 1 are promissory note with interest at the rate of MLR% p.a., which is unsecured.

As at 31 December 2019, loans from financial institution no. 2 is short - term loan amounting to USD 3.5 million, with interest at the rate of LIBOR+4.15% p.a., is secured by office building subsidiaries.

As at 31 December 2019 and 2018, loans from financial institution no. 3 is short - term loan amounting to USD 18 million with interest at the rate of LIBOR+1.80% p.a., which is unsecured.

13. Liabilities under finance lease agreements

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		Financial statements	
	2019	2018	2019	2018
Liabilities under finance lease agreements	1,760,578	1,987,216	-	-
<u>Less</u> : deferred interest	(216,553)	(264,899)	-	-
	1,544,025	1,722,317	-	-
<u>Less</u> : current portion due within one year	(354,252)	(326,336)	-	-
Liabilities under finance lease agreements net of current portion	1,189,773	1,395,981	-	-

(Unit: Thousand Baht)

	Consolidated financial statements					
	2019			2018		
	Principal	Deferred interest	Total	Principal	Deferred interest	Total
1 - 5 years	1,041,149	137,218	1,178,367	1,134,852	168,207	1,303,059
Over 5 years	148,624	6,123	154,747	261,129	13,408	274,537
Total	1,189,773	143,341	1,333,114	1,395,981	181,615	1,577,596

(Unit: Thousand Baht)

	Separate financial statements					
	2019			2018		
	Principal	Deferred interest	Total	Principal	Deferred interest	Total
1 - 5 years	-	-	-	-	-	-
Over 5 years	-	-	-	-	-	-
Total	-	-	-	-	-	-

14. Long - term loans

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
<u>Loans of the Company</u>				
1) USD - million loan (2018: USD 5.3 million), repayable quarterly until the year 2020.	-	169,837	-	169,837
2) USD 9.5 million loan (2018: USD 15.5 million), repayable quarterly until the year 2021.	288,491	499,915	288,491	499,915
3) USD 15.5 million loan (2018: USD 17.4 million), repayable quarterly until the year 2027.	468,725	564,427	468,725	564,427
4) USD 27.3 million loan (2018: USD 31.2 million), repayable quarterly until the year 2026.	828,257	1,009,288	828,257	1,009,288
5) USD 2.4 million loan (2018: USD - million), repayable quarterly until the year 2026.	73,884	-	73,884	-
6) USD 13.7 million loan (2018: USD - million), repayable quarterly until the year 2029.	416,145	-	416,145	-
7) USD 13.7 million loan (2018: USD - million), repayable quarterly until the year 2029.	416,145	-	416,145	-
8) USD 3.0 million loan (2018: USD - million), repayable quarterly until the year 2023.	90,994	-	90,994	-
<u>Loans of the Singapore Subsidiaries</u>				
9) USD 5.9 million loan (2018: USD 7.6 million), repayable quarterly until the year 2023.	178,348	244,566	-	-
10) USD 6.4 million loan (2018: USD 7.5 million), repayable quarterly until the year 2025.	194,348	243,321	-	-
11) USD 4.9 million loan (2018: USD 5.8 million), repayable quarterly until the year 2025.	149,503	187,171	-	-
12) USD 6.9 million loan (2018: USD 8.1 million), repayable quarterly until the year 2025.	210,545	263,597	-	-
13) USD 1.4 million loan (2018: USD - million), repayable quarterly until the year 2024.	43,677	-	-	-
<u>Loan of the Hong Kong Subsidiary</u>				
14) HKD 13.3 million loan (2018: HKD 16.8 million), repayable monthly until the year 2023.	51,661	69,549	-	-
Total	3,410,723	3,251,671	2,582,641	2,243,467
<u>Less</u> : Current portion	(743,103)	(651,584)	(572,730)	(479,686)
Long - term loans, net of current portion	2,667,620	2,600,087	2,009,911	1,763,781

The above loans carry interest at rates based on LIBOR or SIBOR.

Movements in the long - term loans during the year ended 31 December 2019 are summarized below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Beginning balance as at 31 December 2018	3,251,671	2,243,467
<u>Add</u> Borrowings	1,068,607	1,023,765
<u>Less</u> Repayments	(697,281)	(531,814)
Exchange differences on translating financial statement	(212,274)	(152,777)
Ending balance as at 31 December 2019	<u>3,410,723</u>	<u>2,582,641</u>

These long - term loans have been secured by the mortgage of most of the vessels of the Group and the property of subsidiaries, and guaranteed by the Company.

The loan agreements contain certain covenants and restrictions pertaining to matters such as the maintenance of financial ratios and shareholding structure.

As at 31 December 2019, the Group and the Company had the remaining credit line of long - term loans are as follows:

In October 2018, the Company had entered into long - term loan agreement with a financial institution. This loan has credit line of USD 6.5 million (31 December 2019: approximately Baht 197.2million) which is for the project of purchase and installation “Sulphur Dioxide Scrubber”, the Company has drawn down the loan amounting to USD 2.4 million in March and October 2019.

In July 2019, the subsidiary in Singapore had entered into long - term loan agreement with a financial institution. This loan has credit line of USD 2.9 million (31 December 2019: approximately Baht 87.4 million) which is for the project of purchase and installation “Sulphur Dioxide Scrubber”, the subsidiary has drawn down the loan total amount in November 2019 and February 2020.

In January 2020, the Company had entered into long - term loan agreement with a financial institution. This loan has credit line of USD 2.7 million (31 December 2019: approximately Baht 80.4 million) which is for the project of purchase and installation “Sulphur Dioxide Scrubber”, at present, the Company has not drawn down the loan.

15. Debenture

At the Annual General Meeting of Shareholders held on 24 April 2015, the shareholders approved issue and offer debentures not exceeding Baht 3,000 million and not longer than 7 years from the date of each issuance. The terms and conditions of the debentures shall be determined by the Board of Directors. Currently, the Company has not issued and offered the said debentures.

16. Provisions for employee benefits

- Movement in the present value of the provisions for employee benefits for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Provisions for employee benefits at beginning of year	35.12	28.30	31.93	25.60
Current service cost and interest	9.27	6.82	8.57	6.33
Past service costs	9.13	-	8.31	-
Benefits paid	(2.37)	-	(1.91)	-
Provisions for employee benefits at ending of year	<u>51.15</u>	<u>35.12</u>	<u>46.90</u>	<u>31.93</u>

- Expenses recognized in the statements of income for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Current service costs	8.05	6.03	7.46	5.61
Past service costs	9.13	-	8.31	-
Interest cost	1.22	0.79	1.11	0.72
Total	<u>18.40</u>	<u>6.82</u>	<u>16.88</u>	<u>6.33</u>

- Principal actuarial assumptions as at 31 December 2019 and 2018 are as follows:

	Percent	
	Consolidated	Separate
	financial statements	financial statements
Discount rate	2.81	2.81
Salary increase rate	5 - 6.00	6.00
Employee turnover rate	0 - 24.00*	2 - 24.00*
Mortality rate	TMO2017**	TMO2017**

* Based on the weighted average by age group of employees

** Reference from TMO2017 : Thai Mortality Ordinary Table 2017

- Sensitivity analysis of significant actuarial assumptions

Significant actuarial assumptions for sensitivity analysis are discount rate, salary increase rate, employee turnover rate and mortality, while holding all other assumptions constant. The sensitivity analysis of change in the relevant actuarial assumption that were reasonably possible as of 31 December 2019 as follows:

- If the discount rate increases (decrease) by 1%, the provisions for employee benefits in Consolidated financial statements would decrease Baht 4.32 million (increase Baht 4.95 million) and Separate financial statements would decrease Baht 3.95 million (increase Baht 4.53 million).
- If the salary increase rate increases (decrease) by 1%, the provisions for employee benefits in Consolidated financial statements would increase Baht 6.04 million (decrease Baht 5.31 million) and Separate financial statements would increase Baht 5.50 million (decrease Baht 4.83 million).
- If the employee turnover rate increases (decrease) by 10%, the provisions for employee benefits in Consolidated financial statements would decrease Baht 2.05 million (increase Baht 2.27 million) and Separate financial statements would decrease Baht 1.94 million (increase Baht 2.13 million).
- If the mortality rate increases (decrease) by one year for all employees, the provisions for employee benefits in Consolidated financial statements would increase Baht 0.18 million (decrease Baht 0.21 million) and Separate financial statements would increase Baht 0.17 million (decrease Baht 0.19 million).

In presenting the above sensitivity analysis, the present value of the provisions for employee benefits has been calculated by using the same method that applied in calculating the provisions for employee benefits recognized in the statement of financial position.

On 5 May 2019, the Company and a subsidiary in Thailand have amended its post-employment benefits plan to conform with Labour Protection Act which the main point is to increase the rate of benefit of an employee who has past service 20 years or more from 300 days to 400 days. The Company and a subsidiary in Thailand have recorded the effect of the change by recognizing past service cost as expenses immediately in the 2nd quarter income statement of the year 2019 amounted to Baht 9.13 million (The Company : Baht 8.31 million).

17. Legal reserve

Under the Public Limited Companies Act., the Company is required to set aside to a legal reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of its registered share capital. The legal reserve is not available for dividend payment.

18. Dividend paid

At the Annual General Meeting of Shareholders held on 27 April 2018, the shareholders approved pay dividend amounted Baht 82.88 million at Baht 0.10 per share.

19. Related party transactions

- a) The Group has business dealings with its customers through regional shipping agents (third parties and related companies) of which a substantial part is through its related companies, which have been concluded on commercial terms and bases agreed upon in the ordinary course of businesses between the Group and those companies.
- b) In addition to the matter discussed in a), during the years, the Group had other significant business transactions with its related parties. The transactions are summarised below:

(Unit: Million Baht)

	For the years ended 31 December				Pricing policy
	Consolidated		Separate		
	financial statements	financial statements	financial statements	financial statements	
	2019	2018	2019	2018	
<u>Transactions with subsidiary</u>					
Charter freight income	-	-	939	539	Market price as at agreement date
Ship management fee	-	-	9	9	Price approximates market price
<u>Transactions with related parties</u>					
Commission expenses	102	169	-	-	Price approximates market price
Terminal operating service	229	225	-	-	Price per tariff minus volume discount
Logistic service fees	42	12	-	-	Price approximates market price
Office rental	10	10	9	9	Contract price

The outstanding balances of the above transactions have been presented in the statements of financial position as follows:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Trade receivables - related parties</u>				
<u>Subsidiary</u>				
RCL Feeder Pte. Ltd.	-	-	375	725
<u>Related parties</u>				
Ngow Hock Co., Ltd.	18	-	-	-
RCL Agencies East India Private Limited	5	-	-	-
Siam Paetra International Co., Ltd	10	44	-	-
	33	44	-	-
<u>Less Allowance for doubtful accounts</u>	(10)	-	-	-
	23	44	-	-
<u>Other receivables - related parties</u>				
<u>- Receipt on behalf of the Company</u>				
<u>Subsidiaries</u>				
RCL Feeder Pte. Ltd.	-	-	82	899
Regional Container Lines Pte. Ltd.	-	-	-	6
	-	-	82	905
<u>- Advances payment</u>				
<u>Subsidiary</u>				
RCL Shipmanagement Pte. Ltd.	-	-	1	30
<u>Trade payables - related parties</u>				
<u>Related parties</u>				
Ngow Hock Co., Ltd.	-	77	-	-
RCL Agencies East India Private Limited	6	-	-	-
RCL Agencies (India) Private Limited	1	7	-	-
Others	4	4	-	-
	11	88	-	-
<u>Advance from related parties</u>				
<u>Subsidiaries</u>				
RCL Feeder Pte. Ltd.	-	-	2,321	3,713
RCL Shipmanagement Pte. Ltd.	-	-	827	570
Regional Container Lines Pte. Ltd.	-	-	3	9
	-	-	3,151	4,292
<u>Payable on purchase of assets</u>				
<u>Subsidiary</u>				
Regional Container Lines Pte. Ltd.	-	-	81	86

c) Management benefit expenses

Management benefit expenses consist the benefits paid to the Company's management such as salaries and related benefit including the benefit paid by other means. The Company's management are the persons who are defined under the Securities and Exchange.

Management benefit expenses for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Million Baht)			
	Consolidated financial		Separate financial statements	
	2019	2018	2019	2018
Short - term employee benefits	47	40	30	26

20. Expenses by nature

Significant expenses by nature for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Million Baht)			
	Consolidated financial		Separate financial statements	
	2019	2018	2019	2018
Employee benefits expenses	1,398	1,421	467	446
Management benefit expenses	47	40	30	26
Depreciations	1,432	1,591	399	439
Net doubtful debt	14	-	-	-
Loss on impairment of investments	-	-	195	-
Loss on impairment of vessels and equipment, net	36	50	-	105

21. Provident Fund

The Company, its subsidiaries and its employees jointly registered a provident fund scheme under the Provident Fund Act B.E. 2530. The fund is contributed to by both the Company, its subsidiaries and its employees, at a rate of 5 percent of the employees' basic salaries on a monthly basis. The fund will be paid to the employees upon termination in accordance with the rules of the fund.

The Singaporean subsidiaries contribute to the Central Provident Fund which is managed by the Government of Singapore. In addition, the Hong Kong subsidiary operate provident fund schemes for their employees.

During the year 2019, the Group's contributions to these funds totaled Baht 45 million (2018 : Baht 45 million).

22. Tax expenses

The Company has been granted various tax privileges by the Board of Investment under the Investment Promotion Act. B.E. 2520. These include exemption from corporate income tax on profits for a period of 8 years for certain operations. In addition, since 1999 shipping profits have been exempted from income tax.

The corporate income tax rate being used by the Company and its subsidiaries in Thailand 20% on the net income of those operations which are not eligible for the above tax exemption.

Corporate income tax of the overseas subsidiaries and associate has been calculated by applying the applicable statutory rates of the relevant countries.

As at 31 December 2019 and 2018 the Group has deductible temporary differences, temporary differences arising from exchange difference occurring while translating financial statements in functional currency into presentation currency, provisions for employee benefits and unused tax losses totaling Baht million 329.64 and Baht 129.86 million, respectively, (Separate Baht 114.47 million and Baht 22.12 million, respectively). However, the Group did not recognize deferred tax assets as the Group believes that it is not probable that future taxable profit will be available to allow the entire deferred tax assets to be utilized including almost income of the Group being exempted from income tax, except a subsidiary in Thailand which recognized deferred tax assets amounted Baht 3.79 million and Baht 3.58 million, respectively.

Tax expense (income) for the years ended 31 December 2019 and 2018, consisted of:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2019	2018	2019	2018
Current tax expense	10,668	10,640	-	-
Deferred tax expense (income) of temporary differences	46	(2,886)	-	-
Tax expense (income) reported in the statement of income	<u>10,714</u>	<u>7,754</u>	<u>-</u>	<u>-</u>

As at 31 December 2019 and 2018 the components of deferred tax assets and liabilities are as follows:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	financial statements
	2019	2018
<u>Deferred tax assets</u>		
Allowance for impairment of investment	2,940	2,940
Provisions for employee benefits	850	637
Total	<u>3,790</u>	<u>3,577</u>
<u>Deferred tax liabilities</u>		
Property and premises, net	<u>8,393</u>	<u>8,633</u>

The Company's operating results for the year 2019 can be divided into BOI promoted activities and non - BOI promoted activities as follows:

	For the year ended 31 December 2019						(Unit: Baht)	
	Baht currency (a)			Functional currency				
	Tax payer number		Non - BOI Promoted	Tax		Total		Difference
	BOI Promoted	3101120028		3105114177	exempted			
Revenues								
Freight income	579,974,937	-	620,494,634	1,200,469,571	15,324,461	1,215,794,032		
Gain on exchange rate	113,073,858	-	278,404,530	391,478,388	(391,478,388)	-		
Dividend income	-	52,221,840	-	52,221,840	(1,136,316)	51,085,524		
Gain on sales assets	-	-	24,662,463	24,662,463	(24,662,463)	-		
Interest income	-	104,628	-	104,628	1,577	106,205		
Other income	-	624	-	624	3	627		
Total revenues	693,048,795	52,327,092	923,561,627	1,668,937,514	(401,951,126)	1,266,986,388		
Expenses								
Cost of freight and operations	329,776,272	-	636,396,597	966,172,869	(51,524,229)	914,648,640		
Administrative expenses	130,278,532	270,101	139,380,385	269,929,018	606,845	270,535,863		
Loss on exchange rate	-	-	-	-	28,665,819	28,665,819		
Loss on sales of assets	-	-	-	-	234,690	234,690		
Loss on impairment of investments	-	118,532,982	-	118,532,982	76,250,451	194,783,433		
Unrealized loss on derivatives	5,926,448	-	1,242,646	7,169,094	156,262	7,325,356		
Finance costs	117,388,873	-	44,051,059	161,439,932	463,626	161,903,558		
Total expenses	583,370,125	118,803,083	821,070,687	1,523,243,895	54,853,464	1,578,097,359		
Profit (loss) before income tax expense	109,678,670	(66,475,991)	102,490,940	145,693,619	(456,804,590)	(311,110,971)		
Tax expenses (income)	-	-	-	-	-	-		
Profit (loss) for the years	109,678,670	(66,475,991)	102,490,940	145,693,619	(456,804,590)	(311,110,971)		

(a) Increase the Company's functional currency is Baht currency which is prepared in accordance with the revenue Code.

(b) Increase the Company's functional currency is USD currency is prepared in accordance with TAS 21 "The Effects of Changes in Foreign Exchange Rates (revised 2018)".

23. Financial information by segment

The Group's operations involve mainly a single industry segment, the business of feeder and vessel operations, and are carried on in geographic areas in Thailand, Singapore, Hong Kong, The People's Republic of China, Taiwan and other countries around the South China Sea. Financial information of the Group presented by geographical segment are as follows:

(Unit: Million Baht)

Consolidated financial statements												
For the years ended 31 December												
	Thailand		Singapore		Hong Kong		Total		Elimination		Grand Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenues from external customers	437	650	16,054	16,482	40	49	16,531	17,181	-	-	16,531	17,181
Inter - segment revenues	939	539	1,103	911	15	22	2,057	1,472	(2,057)	(1,472)	-	-
Freight income	1,376	1,189	17,157	17,393	55	71	18,588	18,653	(2,057)	(1,472)	16,531	17,181
Segment gross profit (loss)	340	76	426	379	43	60	809	515	(233)	(47)	576	468
Gain on exchange rate											40	74
Gain on sales of assets											103	133
Reversal of provision for loss under onerous contracts											-	73
Others income											35	21
Share of profit (loss) from investments in associates											40	78
Share of profit (loss) from investments in joint ventures											46	32
Administrative expenses											940	922
Net doubtful debt											14	-
Loss on impairment of vessels and equipment, net											36	50
Unrealized loss on derivatives											7	2
Loss on dissolution of subsidiary											-	4
Finance costs											325	249
Tax expenses (income)											11	8
Profit (loss) for the years											(493)	(356)

(Unit: Million Baht)

Consolidated financial statements												
As at 31 December												
	Thailand		Singapore		Hong Kong		Total		Elimination		Grand Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Property, premises, vessels and equipment, net	5,794	5,269	6,857	7,549	178	191	12,829	13,009	(77)	248	12,752	13,257
Others											4,286	5,039
Total assets											17,038	18,296

24. Commitments and contingent liabilities

24.1 Commitments

- (a) As at 31 December 2019, the Company and its subsidiary in Thailand have outstanding commitments relating to the lease agreements for buildings and equipment of approximately Baht 6 million (31 December 2018: Baht 15 million) in respect of lease agreements, and subsidiaries in Singapore has outstanding commitments of USD 25 million or approximately Baht 765 million (31 December 2018: USD 30 million or approximately Baht 955 million) in respect of the following agreements.

(Unit: Million Baht)

Payment period	Charter hire	Container lease	Other rental	Total
Within 1 year	641	-	32	673
During 1 - 5 years	80	-	12	92
Over than 5 years	-	-	-	-
Total	721	-	44	765

- (b) As at 31 December 2019, a subsidiary in Singapore has bunker purchase commitments amounting to USD 5 million or approximately Baht 151.5 million covering the period of January 2020 at 9,000 MT per month (As at 31 December 2018, a subsidiary in Singapore has bunker purchase commitments amounting to USD 23.5 million or approximately Baht 758.8 million covering the period of January 2019 - June 2019 at 6,000 - 10,000 MT per month).
- (c) As at 31 December 2019, the Company has sulphur scrubber purchase commitments amounting to USD 5.2 million or approximately Baht 156.6 million.

24.2 Guarantees

As at 31 December 2019, the Company has guarantee obligations of USD 122 million, SGD 6 million and HKD 35 million, or approximately Baht 3,971 million (31 December 2018: USD 121 million, SGD 6 million and HKD 35 million or approximately Baht 4,186 million). These guarantees were issued to secure credit lines of overseas subsidiaries from financial institutions. The subsidiaries have outstanding guarantees totaling USD 33 million and HKD 13 million, or approximately Baht 1,071 million (31 December 2018: USD 44 million and HKD 17 million, or approximately Baht 1,497 million).

25. Shipbuilding contracts

On 5 July 2017, the Company entered into 2 optional vessel building contracts amount of USD 39.2 million. The payment term of vessel was scheduled in 5th installment periods with different percentages based on the contract price: 10% for the 1st and 2nd installment, 0% for the 3rd installment, 5% for the 4th installment and 75% for the 5th installment (payment upon delivery of the vessel). On 4 January 2018, the Company postponed the delivery date of both vessels to July 2019 and August 2019, respectively (As at 31 December 2018, the Company had made payment amounting to USD 7.8 million). The Company has received 2 vessels and paid the remaining amount as scheduled.

26. Financial instruments

The Group could be exposed to the market risk, including primarily changes in interest rates and currency exchange rates. The Group uses derivatives and other instruments to manage and hedge such risk but not for speculative or trading purposes.

26.1 Financial risk management

The Group's financial instruments principally comprise cash and cash equivalents, trade receivables, trade payables and loans. The financial risks associated with these financial instruments and how they are managed is described below.

(1) Credit risk

Credit risk arises from the inability of customers to meet the payment terms in the normal course of business. Credit limits are set for specific amounts and due care is taken in granting credit. Furthermore, it is the Group's policy to evaluate customer's credit worthiness based on its latest financial performance. Therefore, the Group does not anticipate incurring material credit losses from its debt collection.

(2) Interest rate risk

Significant financial assets and liabilities as at 31 December 2019 and 2018 classified by type of interest rates are summarized in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date or the repricing date if this occurs before the maturity date.

Consolidated financial statements

	Million Baht						
	Fixed interest rates			Floating interest rate	Non - interest bearing	Total	Interest rate
	within 1 year	2 - 5 years	Over than 5 years				
<u>2019</u>							
<u>Financial assets</u>							
Cash and cash equivalents	71	-	-	643	430	1,144	0 - 2.00% p.a.
<u>Financial liabilities</u>							
Short - term loan from financial institution	-	-	-	1,103	-	1,103	Note 12
Financial lease agreement	354	1,041	149	-	-	1,544	Note 13
Long - term loans	168	220	-	3,023	-	3,411	Note 14
Total	522	1,261	149	4,126	-	6,058	
<u>2018</u>							
<u>Financial assets</u>							
Cash and cash equivalents	78	-	-	629	495	1,202	0 - 2.63%
<u>Financial liabilities</u>							
Short - term loan from financial institution	-	-	-	932	-	932	Note 12
Financial lease agreement	326	1,135	261	-	-	1,722	Note 13
Long - term loans	161	315	-	2,776	-	3,252	Note 14
Total	487	1,450	261	3,708	-	5,906	

Separate financial statements

2019

	Million Baht						Interest rate	
	Fixed interest rates			Floating interest rate	Non - interest bearing	Total		
	within 1 year	2 - 5 years	Over than 5 years					
<u>Financial assets</u>								
Cash and cash equivalents	-	-	-	58	-	58	0 - 1.00% p.a.	
<u>Financial liabilities</u>								
Short - term loan from financial institution	-	-	-	450	-	450	Note 12	
Long - term loans	168	220	-	2,195	-	2,583	Note 14	
Total	168	220	-	2,645	-	3,033		

2018

	Million Baht						Interest rate	
	Fixed interest rates			Floating interest rate	Non - interest bearing	Total		
	within 1 year	2 - 5 years	Over than 5 years					
<u>Financial assets</u>								
Cash and cash equivalents	-	-	-	12	9	21	0 - 1.00% p.a.	
<u>Financial liabilities</u>								
Short - term loan from financial institution	-	-	-	350	-	350	Note 12	
Long - term loans	161	315	-	1,767	-	2,243	Note 14	
Total	161	315	-	2,117	-	2,593		

The Group could be exposed to risk in interest rates due primarily to the Group's long - term loan obligations. However, derivative and other financial instrument hedging are used for its long - term loan interest obligations.

The Group's policy is to manage its interest cost using a mix of fixed and variable interest rate debt. To manage this mix in a cost - efficient manner, the Group enters into interest rate swaps in which the Group agrees to exchange at specific intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed - upon notional principal amount. These swaps are designated to hedge underlying debt obligations at the statements of financial position date. The Group does not hold or issue derivative instruments for speculative or trading purposes.

As at 31 December 2019, the Company had a period - by - period knock out swap and interest rate swap agreement covering the notional 2 promise amount of USD 12.79 million (31 December 2018 : 2 promise of amount USD 14.72 million), an interest rate of LIBOR is to be swapped for a fixed interest rate, with the notional amount base used for determination of the interest to be amortized at a rate of USD 1.38 million per quarter, the contracts expiration date is the year 2021 and 2023.

As at 31 December 2019, the Company had unrealized loss from changes in the fair value of derivatives of USD 0.24 million, or approximately Baht 7.33 million (31 December 2018: gain of USD 0.05 million, or approximately Baht 1.72 million). The Company recorded the unrealized gain loss in the statements of income.

(3) Foreign currency risk

The Group business spans across the Asian region and, as a result, is exposed to foreign currency exchange rates. For that reason, the freight charges are prices in US dollars and payable in local currency equivalents, a natural foreign currency hedge is created by matching the currency of income flow (linked to US dollars) to the currency of indebtedness. This mechanism functions as a key factor for the Group's ability to manage its foreign exchange exposures. Most of the loans extended to the Group, are thus denominated in currencies similar to that of its income flow. In addition, the Group uses derivative instruments, as and when it considers appropriate, to manage such risks. The Group does not use foreign currency forward contracts or purchased currency options for trading purposes.

In addition to foreign currency transactional exposures, the Group is also exposed to foreign exchange movements on its net investment in foreign subsidiaries. As at 31 December 2019 and 2018, the Group does not hedge such exposures to foreign movement risk as it is minimal.

Whenever possible, it is the Group's policy to negotiate the terms of the hedged derivatives to match the terms of the hedged financial assets or liabilities item to maximise hedge effectiveness.

(4) Commodity price risk

Bunker cost represents a major component of the operational costs of a subsidiary in Singapore. Hence the said subsidiary is exposed to bunker price fluctuations. As at 31 December 2019, a subsidiary in Singapore has taken protection against the higher price risk with the physical bunker forward purchase contract within the certain limit in accordance with the Group's policy. The physical bunker forward purchase policy which blends interval forward with spot purchase has provide the Group with a less risk exposure to bunker price. And a subsidiary has outstanding commitments under the above purchase contract as described in note 24.1 (b) to the financial statements.

26.2 Fair value

Other than the long - term loans, which carry interest at rates which closely approximate market interest rates, the majority of financial assets and liabilities are short - term, and their carrying values do not materially differ from their fair values.

27. Capital management

The primary objective of the Company's capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

The Company manages its capital position with reference to its debt - to - equity ratio also to comply with a condition in the long - term loan agreements, which require the Company to maintain a consolidated debt - to - equity ratio of not more than 1.5 : 1.

As at 31 December 2019, the Group's debt - to - equity ratio was 1.30 : 1 (31 December 2018 : 1.18 : 1) and the Company's was 1.03 : 1 (31 December 2018 : 1.02 : 1).

28. Functional currency financial statements

The USD functional currency statements of financial position as at 31 December 2019 and 2018 and the statements of income for the years ended 31 December 2019 and 2018, are as follows:

Regional Container Lines Public Company Limited and its subsidiaries**Statements of financial position****As at 31 December 2019**

(Unit: USD)

	Consolidated		Separate	
	financial statements		financial statements	
	As at 31 December		As at 31 December	
	2019	2018	2019	2018
Assets				
Current assets				
Cash and cash equivalents	37,717,713	37,166,711	1,907,776	652,816
Trade receivables - unrelated parties	63,517,063	70,206,057	382,369	90,998
<u>Less:</u> allowance for doubtful accounts	(1,865,540)	(1,734,328)	-	-
Trade receivables - unrelated parties, net	61,651,523	68,471,729	382,369	90,998
Trade receivables - related parties	1,073,383	1,350,761	12,359,222	22,418,949
<u>Less:</u> allowance for doubtful accounts	(316,479)	-	-	-
Trade receivables - related parties, net	756,904	1,350,761	12,359,222	22,418,949
Other receivables	12,868,246	15,088,580	3,338,323	29,627,200
Material supplies	7,778,754	10,270,083	588,313	555,928
Other current assets	1,431,689	1,312,432	7,618	34,864
Total current assets	122,204,829	133,660,296	18,583,621	53,380,755
Non - current assets				
Property investments held for long - term investment	155,291	156,557	-	-
Investments in subsidiaries, net	-	-	203,524,043	209,779,071
Investments in associates	11,182,794	10,922,818	1,662,509	1,662,509
Investments in joint ventures	3,508,743	1,919,172	-	-
Other long - term investments	337,862	337,862	-	-
Property and premises, net	9,376,819	9,515,847	13,092	13,092
Vessels and equipment, net	411,031,068	400,300,533	190,904,368	162,748,207
Other non - current assets				
- Advance for vessel constructions and equipment	3,659,600	8,518,032	3,659,600	8,270,032
- Others	259,286	235,811	84,183	77,409
Total non - current assets	439,511,463	431,906,632	399,847,795	382,550,320
Total assets	561,716,292	565,566,928	418,431,416	435,931,075

Regional Container Lines Public Company Limited and its subsidiaries**Statements of financial position (continued)**

As at 31 December 2019

(Unit: USD)

	Consolidated		Separate	
	financial statements		financial statements	
	As at 31 December		As at 31 December	
	2019	2018	2019	2018
Liabilities and shareholders' equity				
Current liabilities				
Short - term loans from financial institutions	36,376,159	28,819,165	14,836,159	10,819,165
Trade payables - unrelated parties	103,899,609	108,338,033	1,609,093	1,839,789
Trade payables - related parties	361,276	2,722,318	-	-
Other payables				
- Accrued expenses	2,505,852	2,468,641	749,158	492,189
- Advance receipt	15,868	131,690	103,909,906	132,819,268
- Payable on purchase of assets	3,302,592	2,387,544	3,986,464	3,229,861
Current portion of liabilities				
under financial lease agreement	11,679,412	10,087,652	-	-
Current portion of long - term loans	24,499,532	20,141,700	18,882,488	14,828,000
Provision for onerous contracts	1,425,838	1,425,838	-	-
Income tax payable	79,674	88,184	-	-
Other current liabilities	4,282,589	4,157,186	340,599	97,293
Total current liabilities	188,428,401	180,767,951	144,313,867	164,125,565
Non - current liabilities				
Liabilities under financial lease agreements,				
net of current portion	39,225,906	43,152,433	-	-
Long - term loans, net of current portion	87,949,405	80,373,639	66,265,246	54,521,833
Provisions for employee benefits	1,686,463	1,085,654	1,546,419	987,171
Deferred tax liabilities	276,704	266,861	-	-
Total non - current liabilities	129,138,478	124,878,587	67,811,665	55,509,004
Total liabilities	317,566,879	305,646,538	212,125,532	219,634,569

Regional Container Lines Public Company Limited and its subsidiaries**Statements of financial position (continued)**

As at 31 December 2019

(Unit: USD)

	Consolidated		Separate	
	financial statements		financial statements	
	As at 31 December		As at 31 December	
	2019	2018	2019	2018
Shareholders' equity				
Share capital				
Registered				
828,750,000 ordinary shares	25,833,963	25,833,963	25,833,963	25,833,963
Issued and fully paid - up				
828,750,000 ordinary shares	25,833,963	25,833,963	25,833,963	25,833,963
Share premium	173,890,186	173,890,186	173,890,186	173,890,186
Retained earnings				
Appropriated - legal reserve	1,943,097	1,943,097	1,943,097	1,943,097
Unappropriated	84,917,744	100,709,071	4,638,638	14,629,260
Other components of equity	(42,600,904)	(42,691,819)	-	-
Total equity of parent Company's shareholders	243,984,086	259,684,498	206,305,884	216,296,506
Non - controlling interests	165,327	235,892	-	-
Total shareholders' equity	244,149,413	259,920,390	206,305,884	216,296,506
Total liabilities and shareholders' equity	561,716,292	565,566,928	418,431,416	435,931,075

Regional Container Lines Public Company Limited and its subsidiaries

Statements of income

For the year ended 31 December 2019

(Unit: USD)

	Consolidated		Separate	
	financial statements		financial statements	
	For the year ended 31 December		For the year ended 31 December	
	2019	2018	2019	2018
Revenues				
Freight income	530,856,625	531,357,726	39,042,464	31,449,089
Others income				
Gain on exchange rate	1,293,707	2,289,948	-	38,085
Dividend income	-	-	1,640,496	2,099,527
Gain on sales of assets	3,304,841	4,109,767	-	-
Gain on dissolution subsidiary, net	-	-	-	2,296,961
Reversal of provision for loss under onerous contracts	-	2,265,599	-	-
Interest income	117,831	194,166	3,410	13,061
Others	1,010,723	411,114	20	19
Total revenues	536,583,727	540,628,320	40,686,390	35,896,742
Expenses				
Cost of freight and operations	512,355,803	516,877,480	29,371,863	30,427,907
Administrative expenses	30,208,283	28,505,986	8,687,645	7,648,142
Other expenses				
Net doubtful debt	440,372	-	-	-
Loss on exchange rate	-	-	920,538	-
Loss on dissolution of subsidiary	-	121,809	-	-
Loss on sales assets	-	-	7,537	-
Loss on impairment of investments	-	-	6,255,027	-
Loss on impairment of vessels and equipment, net	1,165,352	1,544,296	-	3,260,858
Unrealized loss on derivatives	235,237	53,169	235,237	53,169
Finance costs	10,429,956	7,717,539	5,199,165	3,953,586
Total expenses	554,835,003	554,820,279	50,677,012	45,343,662
Share of profit (loss) from investments in associates	1,294,568	2,422,676	-	-
Share of profit (loss) from investments in joint ventures	1,471,031	988,766	-	-
Profit (loss) before income tax expenses	(15,485,677)	(10,780,517)	(9,990,622)	(9,446,920)
Tax expenses (income)	344,065	239,800	-	-
Profit (loss) for the years	(15,829,742)	(11,020,317)	(9,990,622)	(9,446,920)
Profit (loss) for the year attributable to:				
Equity holders of the parent	(15,791,327)	(11,063,882)	(9,990,622)	(9,446,920)
Non - controlling interests	(38,415)	43,565	-	-
	(15,829,742)	(11,020,317)	(9,990,622)	(9,446,920)
Basic earnings (loss) per share				
Profit (loss) attributable to equity holders of the parent	(0.019)	(0.013)	(0.012)	(0.011)
The weighted average number of ordinary shares (share)	828,750,000	828,750,000	828,750,000	828,750,000

29. Events after the reporting period

On 14 January 2020, the subsidiary in Singapore had signed a memorandum of agreement to sell 2 vessels which has net book value as at 31 December 2019 of USD 6.1 million to a company in Singapore at USD 4.7 million. The various conditions are required in the memorandum of agreement.

30. Approval of financial statements

These financial statements were authorized for issue by the Company's Board of Directors on 21 February 2020.



Core Values



Accountability:

- Accountable for customers, partners, employees, and community by returning the best service quality and the best support/contribution to them.
- Accountable for our action. Taking ownership of the company and customer success.



Teamwork:

- Collaborating within and outside the company to give the best result and align with the company goals.



Result Orientation:

- Strives to achieve high performance levels and concrete results and outcomes at work minimizing errors committed.



Customer Focus:

- An inclination to constantly factor the customers' needs and convenience whatever one does.



Leadership with Integrity:

- Ability to initiate, coordinate and direct, drive for success with effective communication.
- Develop self & others to have continuous improvement, share knowledge, skill and information among and across teams.
- Integrity to keep the group honorable and adhering to moral and ethical principles, conduct all aspects of work with unwavering ethical behavior and honesty



บริษัท อาร์ ซี แอล จำกัด (มหาชน)
REGIONAL CONTAINER LINES PUBLIC COMPANY LIMITED

เลขทะเบียน 0107536000021

ชั้น 30 อาคารปิ่นเกล้าท้าวเวรส์

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