Criteria for Shareholders to Propose AGM Agenda and Director-Nominee in Advance

Objective

Regional Container Lines Public Company Limited is committed to operate its business in line with the principles of good corporate governance. The Company recognizes the rights and ensures equitable treatment of the shareholders. Therefore, the Company has facilitated the shareholders to propose the meeting agenda and director-nominee in advance of the Annual General Meeting as per the following criteria and procedures.

Criteria for shareholders to propose AGM agenda and director-nominee in advance

1. Qualifications of Shareholders

Shareholders who wish to propose the agenda or director-nominee must possess the following qualifications:

1.1 Being a shareholder of the Company, either one shareholder or a group of shareholders;

1.2 Holding the minimum shares of not less than 5 percent of total shares;

1.3 Continuously holding the shares in 1.2 for at least one year by the date the shareholder (s) proposes the agenda.

2. Proposal of the Agenda

2.1 The Company has normally set the following agenda items for the Annual General Meeting

2.1.1 To Acknowledge Report on the Company's Operating Results

2.1.2 To Acknowledge Directors' Remuneration

2.1.3 To Approve the Balance Sheets and Profit and Loss Statements

2.1.4 To Approve Declaring Dividend

2.1.5 To Consider Electing New Directors to Replace Those Due to Retire

2.1.6 To Appoint the Company's Auditors and Approve the Audit Fees

2.2 Proposals that will not be placed on the agenda

2.2.1 Matters that violate the law, rules, and regulations of statutory or government agencies or other governing agencies; or do not comply with the objectives, Articles of Association, Shareholders' resolutions, or the good governance of the Company;

2.2.2 Matters that are beneficial only to a specific person or group;

2.2.3 Matters that are the power and authority of the Board of Directors, unless it causes significant effect on the shareholders in general;

2.2.4 Matters that have already been implemented by the Company;

2.2.5 Matters that are beyond the control of the Company;

2.2.6 Matters proposed without complete or accurate information, or not submitted within the timeline, or shareholders not being reached for contact;

2.2.7 Matters proposed by shareholders who do not meet qualifications as specified in 1.

2.3 Nomination of Directors

Director-nominee shall have the following qualifications;

2.3.1 Not having prohibited characteristics as prescribed in Section 68 of the Public Limited Company Act;

2.3.2 May or may not be a shareholder of the Company

2.3.3 Obtaining bachelor's degree and above; or lower level but having not less than 10 - years of practical experience in maritime business or international transport management;

2.3.4 Being a professional with recognized skills, knowledge, expertise, and vast experience in the transportation industry, international trade, finance and accounting, law or other areas beneficial to organization management; and being successful as an executive in a large organization ;

2.3.5 Possessing strong leadership, broad vision; independent in decision-making, and highly determined to drive the Company to success;

2.3.6 Being ethical and having a transparent professional record;

2.3.7 Being able to work devotedly toward maximizing the Company's interest

3. Consideration Procedures

3.1 Shareholders who possess qualifications as mentioned in 1 must submit Form A "Proposal for AGM Agenda" or Form B "Nomination of Director" attached hereto to the Board of Directors. The proposal may be sent unofficially via fax number 02-2961098 or email address at company.secretary@rclgroup.com.

Shareholders must submit duly signed originals of Form A "Proposal for AGM Agenda" and/or Form B "Nomination of Director" (one shareholder or a group of shareholders) enclosing evidence of shareholding, i.e. certificate issued by securities company, or other evidences from Thailand Securities Depository Co., Ltd., or The Stock Exchange of Thailand together with supporting documents beneficial for Board's consideration. In proposing the director–nominee, evidence of the nominee's consent; qualifications comprising education certificates and career records; contact address, and phone number must reach the Company within the specified time to address below:

Company Secretary
Regional Container Lines Public Company Limited
127/35 Floor 30th, Panjathani Tower
Nonsee Road, Chongnonsee Sub-district,
Yannawa, Bangkok 10120

3.2 The proposals approved by the Board of Directors along with the opinion will be included as agenda in the Notice to Annual General Meeting.

For proposals not approved by the Board of Directors, the Company will inform shareholders with reasons via the company's website at http://www.rclgroup.com and at the Annual General Meeting.

Form A

Form to Propose AGM Agenda

(1) I (Mr./ Mrs./ Miss) ....., being shareholder of Regional Container Lines Public Company Limited, holding ..... shares, residing at ..... Road ..... Sub-district ..... District ..... Province..... Mobile Phone Number..... Home /Office Phone..... .....E-mail Address (if any).....

(2) I would like to propose an agenda for the Annual General Meeting of the year..... (Subject).....

(3) Proposal for consideration.....

.....

with the following supporting information

.....

.....

.....

and supplementary documents duly certified on every page, ... pages in total.

I hereby certify that all information provided in this Form, evidence of shareholding, and supplementary documents are true and correct.

..... (Shareholder's signature)

(.....)

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

Remarks

1. The shareholder must enclose shareholding evidence consisting of a certificate of shares held from the Securities Company or other similar documents from Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand.
2. In case of a general person, the shareholder must enclose a certified true copy of the identification card or passport (in case of foreign shareholder).
   In case of a juristic person, the shareholder must enclose a certified true copy of the certificate of commercial registration together with a certified true copy of the identification card of the authorized director or passport (in case of foreign authorized director) who signs this form.
3. In an event many shareholders jointly propose the agenda, each shareholder must fill "Form to Propose AGM Agenda", sign, combine into one set and send to the Company together with the evidences.
4. The original set must reach the Company within the timeline (to be notified via The Stock Exchange of Thailand each year).

Form B

Form to Nominate Director

(1) I (Mr./ Mrs./ Miss) .....,
being shareholder of Regional Container Lines Public Company Limited, holding .....
..... shares, residing at..... Road.....
.....Sub-district .....District.....
Province.....Mobile Phone Number.....Home /Office
Phone.....E-mail Address (if any).....

(2) I would like to nominate (Mr./ Mrs./ Miss) .....
age.....who is qualified in accordance with the criteria of the Company to be the director. The nominee has signed below as evidence of consent. The supporting documents comprising personal profile, education certificates and career records; and other supporting documents have been enclosed and certified on every page, ... pages in total.

I certify that all information written in "Form to Nominate Director", the evidence of shares held, the evidence of consent and other supporting documents are correct.

..... (Shareholder's signature)
(.....)
Date..... Month..... Year.....

(3) I (Mr./ Mrs./Miss) ....., the director nominee in (2) consent and certify that the qualifications comply with the criteria and supporting documents are correct.

.....(Director nominee's signature)
(.....)
Date..... Month..... Year.....

Remarks
1. The shareholder must enclose shareholding evidence consisting of a certificate of shares held from the Securities Company or other similar documents from Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand.
2. In case of a general person, the shareholder must enclose a certified true copy of the identification card or passport (in case of foreign shareholder).
   In case of a juristic person, the shareholder must enclose a certified true copy of the certificate of commercial registration together with a certified true copy of the identification card of the authorized director or passport (in case of foreign authorized director) who signs this form.
3. In an event many shareholders jointly propose the agenda, each shareholder must fill "Form to Propose AGM Agenda", sign, combine into one set and send to the Company together with the evidences.
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