



บริษัท อาร์ ซี แอล จำกัด (มหาชน)

Regional Container Lines Public Company Limited

-Translation-

Ref. No. RCL 004/2025

14th March 2025

Subject : Acquisition of the Vessels of the Subsidiary and Notification of Acquisition of Assets of the Company

To : The President
The Stock Exchange of Thailand

Regional Container Lines Public Company Limited (the “Company”) would like to inform that the Board of Directors’ Meeting No. 2/2025 held on 13th March 2025 passed a resolution to approve Regional Container Lines Pte. Ltd. (“RCS”), a wholly-owned subsidiary of the Company in Singapore, to purchase two newly built 11,000 TEU vessels (“Transaction No. 1”) and two newly built 4,400 TEU vessels (“Transaction No. 2”).

Entering into the above transactions are the acquisition of assets by the Company, and the transaction sizes are calculated to be 12.11% for Transaction No.1 and 5.78% for Transaction No.2 based on the total value of consideration criteria from the Company's financial statements as of 31st December 2024. In addition, when considering the total value of asset acquisitions during the past six months, the accumulated transaction size reaches 20.17%, which is equal to or higher than 15% but lower than 50%, according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets. In this regard, the Company is required to disclose the transaction to the Stock Exchange of Thailand and submit a notification to the shareholders within 21 days from the date of disclosure of the transaction to the Stock Exchange of Thailand.

The additional orders of 11,000 TEUs and 4,400 TEUs vessels align with the Company's strategy to enhance its fleet, expand operations into new markets, and strengthen its existing network. This initiative not only enhances operational efficiency but also supports the long-term time charter-out (TC-Out) market, which is expected to remain in high demand. This investment serves as a foundation for the Company's sustainable growth in the future.

In this regard, the Company is required to disclose the transaction to the Stock Exchange of Thailand and submit a notification to the shareholders within 21 days from the date of disclosure of the transaction to the Stock Exchange of Thailand. The Company, therefore, would like to inform the details of the acquisition as follows.

1. Date on which the transaction occurs

13th March 2025

2. Contractual parties

Transaction No.1

Buyer: Regional Container Lines Pte. Ltd. (“RCS” or “Buyer”)

Seller: A trusted and well-known shipyard in China. The name of the Seller and Ship Builder cannot be disclosed due to the commercial reasons; however, the Seller and Ship Builder are not related to the Buyer and the Company in any aspect.



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Transaction No. 2

Buyer: Regional Container Lines Pte. Ltd. (“RCS” or “Buyer”)

Seller: A trusted and well-known shipyard in China. The name of the Seller and Ship Builder cannot be disclosed due to the commercial reasons; however, the Seller and Ship Builder are not related to the Buyer and the Company in any aspect.

3. General characteristics, type of transaction, and transaction value

Size of transaction

The calculation of the asset acquisitions are as follows:

The total value of consideration for Transaction No. 1

Consolidated financial statements as of 31st December 2024

Total value of consideration: Within Baht 8,041 million but not exceeding Baht 8,518 million

Total assets: Baht 70,330 million or equal to 12.11%
(Calculation based on the maximum approved price)

The total value of consideration for Transaction No. 2

Consolidated financial statements as of 31st December 2024

Total value of consideration: Baht 4,068 million

Total assets: Baht 70,330 million or equal to 5.78%

4. Details of the assets to be purchased

Two container vessels with a capacity of 11,000 TEUs are expected to be delivered by the latter of 2027. Two container vessels with a capacity of 4,400 TEUs are expected to be delivered by the latter of 2027 and the beginning of 2028, respectively.

5. Value of the assets to be purchased

Transaction No. 1

The purchase price of each vessel shall not exceed USD 125 million or approximately Baht 4,259 million. (exchange rate USD 1 = Baht 34.07)

Transaction No. 2

The purchase price of each vessel is USD 59.7 million or approximately Baht 2,034 million. (exchange rate USD 1 = Baht 34.07)

6. Basis used to determine the value of the assets to be acquired

Price based on an agreement contract

7. Purpose and expected benefit

For the Company’s fleet expansion and operation, augment its competitiveness, and establish a sustainable operational foundation.

8. Source of funds

The Company’s own fund and loan from financial institute



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9. Term of payment

Transaction No.1	Transaction No.2
1 st installment at 20% upon signing of the contract	1 st installment at 15% upon signing of the contract
2 nd installment at 10% upon the steel cutting of the first steel plate of the vessel	2 nd installment at 10% upon the steel cutting of the first steel plate of the vessel
3 rd installment at 10% upon the keel-laying of the first section of the vessel	3 rd installment at 10% upon the keel-laying of the first section of the vessel
4 th installment at 10% upon the launching of the vessel	4 th installment at 10% upon the launching of the vessel
5 th installment at 50% upon the delivery of the vessel	5 th installment at 55% upon the delivery of the vessel

10. Connected Transaction and conflict of interest

None.

11. Opinion of the Board of Directors

The Board of Directors considered the transaction and opined that the transaction is necessary and reasonable.

12. Opinion of the Audit Committee

The Audit Committee and the Board of Directors have no conflict of opinion.

Please be informed accordingly.

Yours faithfully,

-signed-

(Ms. Nadrudee Rungruengphon)
Company Secretary

Company Secretary
Tel. 02-296-1093 / 02-296-1395