



**PROXY FORM C**  
**(FOR CUSTODIAN ONLY)**  
**AND PROFILE OF INDEPENDENT DIRECTOR**

(Affix Baht 20 duty Stamp)

**Proxy (Form C.)  
(For Custodian only)**

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

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

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

Address No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

As the custodian for \_\_\_\_\_  
being a shareholder of **Precious Shipping Public Company Limited**

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows:

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preference share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(2) hereby appoint

1. Name Mr. Kamtorn Sila-On age 49 years, residing at No. 363 Soi Thonglor 19  
Road Sukhumvit Tambol/Kwaeng Klongton Nua Amphur/Khet Wattana  
Province Bangkok Postal Code 10110 or

2. Name Mr. Chaipatr Srivisarvacha age 60 years, residing at No. 16<sup>th</sup> Floor Liberty Aquare Bldg 287  
Road Silom Tambol/Kwaeng Silom Amphur/Khet Bangrak  
Province Bangkok Postal Code 10500 or

3. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Any and only one person to be my/our proxy to attend and vote on my/our behalf at **the Annual General Meeting of Shareholders No. 1/2020 held on Wednesday, 8<sup>th</sup> July 2020 at 10:30 hours by electronic means (E-AGM)** or at any adjournment thereof to any other date, time and place.

(3) I/We hereby authorise the Proxy to cast the votes according to my/our intentions as follows:

To grant to the Proxy the total number of shares held by me/us and have the right to vote.

To grant to the Proxy a part of:

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preference share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

Total number of right to vote \_\_\_\_\_ votes

(4) I/We authorise the Proxy to cast the votes according to my/our intentions as follows:

**Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2019 held on 4 April 2019.**

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

**Agenda No. 2 To acknowledge the Board of Directors' Report on the Company's Operations for the year 2019 and the 2019 Annual Report. (No vote required for this agenda item)**

- Agenda No. 3**      **To consider and approve the Audited Statements of financial position as at 31 December 2019 and the Income statement for the year ended 31 December 2019.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Agenda No. 4**      **To consider and approve the appropriation of profit and the dividend payment for the year 2019.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Agenda No. 5**      **To consider and approve the appointment of the auditors of the Company and to fix their remuneration for the year 2020.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Agenda No. 6**      **To consider and approve the re-election of the Directors who retire by rotation.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
**To elect each director individually**  
Name of Director: **Mr. Khalid Moinuddin Hashim**  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Name of Director: **Mr. Khushroo Kali Wadia**  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Name of Director: **Mr. Gautam Khurana**  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Agenda No. 7**      **To consider and approve the appointment of two new Directors on the Board of Director.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
**To elect each candidate individually**  
Name of the candidate: **Ms. Pensri Suteerasarn**  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Name of the candidate: **Ms. Sirasa Supawasin**  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Agenda No. 8**      **To consider and approve the Directors' remuneration for the year 2020.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes
- Agenda No. 9**      **To consider and approve the appropriation of Baht 1.75 million as Corporate Social Responsibility Reserve.**
- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my/our following instructions:  
 Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

(5) Vote of the Proxy in any Agenda which is not in accordance with my/our intention as specified in this Proxy shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorised to consider and vote the matter on my/our behalf as the Proxy deems appropriate in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

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

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

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

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

**Remark**

1. Proxy Form C. shall be used only in case of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand.
2. Evidence required to be attached to the Proxy includes:
  - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy on his/her behalf;
  - (2) Confirmation letter indicating that the person signing the Proxy on his/her behalf is permitted to operate the business of custodian.
3. The shareholder appointing proxy holder must authorise only one proxy holder to attend and vote at the Meeting and may not split the number of shares to several proxy holders for splitting votes.
4. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C. as enclosed.

## PROFILES OF INDEPENDENT DIRECTORS FOR SHAREHOLDERS' PROXIES



**MR. KAMTORN SILA-ON**

<b>POSITION</b>	Chairman of Audit & Corporate Governance Committee* / Chairman of Remuneration Committee / Nomination Committee Member / Independent Director
<b>DATE OF APPOINTMENT ON THE BOARD</b>	14 March 2011
<b>AGE</b>	49 years
<b>EDUCATION</b>	
• 1995 - 1997	MIT Sloan School, Massachusetts, USA Master of Business Administration; Financial Engineering Track GPA: 4.6/5.0.
• 1988 - 1992	Imperial College of Science Technology and Medicine, London, England Master of Engineering; Chemical Engineering; Associate of the City and Guilds Institute Upper Second Class Honours.
<b>TRAINING</b>	
• 2017	Completed Business Revolution and Innovation Network (BRAIN) training program by Federation of Thai Industries (FTI).
• 2016	Top Executive Program in Commerce and Trade (TEPCoT)
• 2012	Audit Committee Program (ACP) by Institute of Directors (IOD).
• 2011	Director Certification Program (DCP) by Institute of Directors (IOD).
• 2008	Completed Executive Development Program (EDP) by the Capital Markets Academy and Thai Listed Companies Association.
<b>EXPERIENCE</b>	
• April 2017 - Present	Chairman of Audit Corporate Governance Committee, Precious Shipping Public Company Limited.
• January 2017 - Present	President – Production and Finance, S&P Syndicate Public Company Limited.
• July 2014 - 2017	Chief Supply Chain Officer, S&P Syndicate Public Company Limited.

## MR. KAMTORN SILA-ON (Cont.)

- March 2011- Present Independent Director, Chairman of Remuneration Committee, Audit and Corporate Governance Committee Member, and Nomination Committee Member, Precious Shipping Public Company Limited.
- 2011 - 2014 Deputy Managing Director, Head of Private Client Investment Management Group, Bualuang Securities Plc., Bangkok, Thailand.
- 2004 - 2011 Deputy Managing Director, Co-head of Investment Banking, Bualuang Securities Plc., Bangkok, Thailand.
- 1999 - 2004 Senior Vice President, Investment Banking Asset Plus Securities Plc., Bangkok, Thailand.
- 1997 - 1999 Associate, Global Investment Banking Chase Securities, Inc., New York, USA and Singapore.
- 1994 - 1995 Analyst, Investment Banking Dept. SCB Securities Co., Ltd., Bangkok, Thailand.
- 1992 - 1994 Manager, Money Market Dept. Tisco Plc., Bangkok, Thailand.

### OCCUPATION

President – Production and Finance, S&P Syndicate Public Company Limited.

### DIRECTORSHIP AND POSITIONS HELD IN OTHER COMPANIES AND OTHER ORGANISATIONS

<b>CONNECTED COMPANIES</b>	Nil
<b>NON-CONNECTED COMPANIES</b>	<b>LISTED COMPANIES:</b> President – Production and Finance, S&P Syndicate Public Company Limited.
	<b>NON - LISTED COMPANIES:</b> Director, Chaophraya Express Boat Co., Ltd.
<b>OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES)</b>	Nil
<b>OTHER ORGANISATIONS</b>	Member of Academic Committee, Department of International Business, Logistics and Transport, Thammasat Business School, Thammasat University.

### NO. OF SHARES HELD (SHARES) AS OF YEAR END 2019:

Description	As of 1 Jan 2019	Acquisition in 2019	Disposal in 2019	Increase (Decrease) in 2019	As of 31 Dec 2019
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

## MR. KAMTORN SILA-ON (Cont.)

- \* Note: Audit Committee Member who has adequate expertise and experience to review creditability of the financial statement.

No family relationship with any of the other Directors or any of the Management Team.

<b>THE MEETINGS IN THE YEAR 2019</b>	<b>ATTENDANCE / TOTAL MEETINGS (TIMES)</b>
MEETINGS OF THE BOARD OF DIRECTORS	5/5
MEETINGS OF THE AUDIT & CORPORATE GOVERNANCE COMMITTEE	5/5
MEETINGS OF THE REMUNERATION COMMITTEE	2/2
MEETINGS OF THE NOMINATION COMMITTEE	2/2



## **MR. CHAIPATR SRIVISARVACHA**

<b>POSITION</b>	Chairman of Nomination Committee / Independent Director
<b>DATE OF APPOINTMENT ON THE BOARD</b>	14 March 2011
<b>AGE</b>	60 years
<b>EDUCATION</b>	
• 1984	Illinois Benedictine College, MBA (Finance).
• 1981	Lehigh University, Bachelor of Science (Metallurgy).
<b>TRAINING</b>	
• 2017	Certificate, Advanced Audit Committee Program, Class 25/2017, Thai Institute of Directors Association (IOD), March 2017
• 2015	Certificate, Corporate Governance for Capital Market Intermediaries 3/2015, Thai Institute of Directors Association (IOD)
• 2015	Certificate, CMA-GMS 1, Capital Market Academy Executive Education 27 March – 12 April 2015, The Stock Exchange of Thailand
• 2012	Certificate, Capital Market Academy Leadership Program, The Stock Exchange of Thailand
• 2005	Certificate, Chairman 2000, Thai Institute of Directors Association (IOD).
• 2003	Diploma, Directors Certification Program (DCP), Thai Institute of Directors Association (IOD).
<b>EXPERIENCE TO REVIEW CREDITIBILITY OF THE FINANCIAL STATEMENTS</b>	
• 2003 - 2013	Independent Director and Audit Committee, The Brooker Group Public Co. Ltd.
• 2010 - November 2011	Independent Director and Chairman of the Audit Committee, Dhanarak Asset Development Company Limited.
• 2001 - 2007	Independent Director and Audit Committee, Thanachart Bank Public Company Limited.



## MR. CHAIPATR SRIVISARVACHA (Cont.)

### OTHER EXPERIENCE

- August 2019 – Present Director, JKN Global Media Public Co., Ltd.
- May 2019 – Present Director, Scentimental (Thailand) Co., Ltd.
- October 2018 – Present Director, SE Digital Co., Ltd.
- March 2017 – Present Director, Innoconnect Social Enterprise Co., Ltd.
- March 2017 – Present Director, Absolute Yoga Co., Ltd.
- March 2017 - May 2017 Director, Scentimental (Thailand) Co., Ltd.
- May 2016 – March 2019 Director, TSFC Securities Public Company Limited.
- March 2016 – Present Director, Lumpini Asset Management Company Limited.
- December 2015 – Present Chairman of the Board of Director, Thaifoods Group Public Company Limited.
  
- November 2011 – Present Director, Innotech Asset Management Co., Ltd.
- May 2015 – August 2019 Governor, The Stock Exchange of Thailand.
- June 2012 - June 2013 Director, Thailand Futures Exchanges Public Company Limited.
  
- March 2011 – Present Independent Director and Chairman of Nomination Committee, Precious Shipping Public Company Limited.
  
- May 2009 – Present Director, KT ZMICO Securities Company Limited.
- May 2009 – July 2019 Chief Executive Officer, KT ZMICO Securities Company Limited.
  
- May 2007 – Present Vice Chairman & Chief Executive Officer, Seamico Securities Public Company Limited.
  
- Present Director and Secretary, The Srivisarvacha Foundation.
- Present Director, Population and Community Development Association (PDA).
  
- 2004 – 2009 Director (Independent), G Steel Public Company Limited.
- 2003 – 2008 President of the Board, New International School of Thailand (Affiliated with United Nations).
  
- 1999 – 2003 Director (Independent), Pacific Assets Public Company Limited.
  
- 1999 Director and Executive Director, Krung Thai Bank Public Company Limited.
  
- 1995 – 1999 Director and Head of Thailand Investment Banking, Salomon Smith Barney.
  
- 1995 – 1999 Director, Phoenix Pulp & Paper Public Company Limited.
- 1991 – 1995 Director, Head of Thailand Investment Banking, Swiss Bank / SBC Warburg.

## MR. CHAIPATR SRIVISARVACHA (Cont.)

- 1988 – 1989 Manager, Investment Banking Department, Phatra Thanakit.
- 1985 – 1988 Business Development Officer, Industrial Finance Corporation of Thailand.

### OCCUPATION

Vice Chairman & Chief Executive Officer, Seamico Securities Public Co., Ltd.  
Director, KT ZMICO Securities Company Limited.

### DIRECTORSHIP AND POSITIONS HELD IN OTHER COMPANIES AND OTHER ORGANISATIONS

<b>CONNECTED COMPANIES</b>	Nil
<b>NON-CONNECTED COMPANIES</b>	<b>LISTED COMPANIES:</b> <ol style="list-style-type: none"> <li>1. Vice Chairman &amp; Chief Executive Officer, Seamico Securities Public Company Limited.</li> <li>2. Chairman of the Board of Directors, Thaifoods Group Public Company Limited.</li> <li>3. Director, TSFC Securities Public Company Limited.</li> </ol>
	<b>NON-LISTED COMPANIES:</b> <ol style="list-style-type: none"> <li>1. Director, Innoconnect Social Enterprise Co., Ltd.</li> <li>2. Director, Absolute Yoga Co., Ltd.</li> <li>3. Director, KT ZMICO Securities Co. Ltd.</li> <li>4. Director, Lumpini Asset Management Company Limited.</li> </ol>
<b>OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES)</b>	Nil
<b>OTHER ORGANISATIONS</b>	<ol style="list-style-type: none"> <li>1. Director and Secretary, The Srivisarvacha Foundation.</li> <li>2. Director, Population &amp; Community Development Association (PDA).</li> </ol>

### NO. OF SHARES HELD (SHARES) AS OF YEAR END 2019:

Description	As of 1 Jan 2019	Acquisition in 2019	Disposal in 2019	Increase (Decrease) in 2019	As of 31 Dec 2019
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

THE MEETINGS IN THE YEAR 2019	ATTENDANCE / TOTAL MEETINGS (TIMES)
MEETINGS OF THE BOARD OF DIRECTORS	4/5
MEETINGS OF THE NOMINATION COMMITTEE	2/2