

Ref: 2015-009

9 March 2015

To: President of the Stock Exchange of Thailand (“SET”)

Subject: Resolutions of the Board of Directors' Meeting No. 3/2015

**Enclosures: 1) Capital Increase Report Form (Form 53-4)
2) Preliminary Details of Warrants to Purchase the Ordinary Shares of the Company**

We, Precious Shipping Public Company Limited (the "Company"), would like to notify the SET that at the Meeting of the Board of Directors of the Company No. 3/2015 held on Friday, 6 March 2015 at 14:00 hours at the Registered Office of the Company (the "Meeting"), the following major resolutions were passed:

1. The Meeting approved, and resolved to propose for the Shareholders' approval, the increase of the Company's registered capital by THB 571,736,330 divided into 571,736,330 ordinary shares at the par value of THB 1.00 each from the existing registered capital of THB 1,039,520,600 divided into 1,039,520,600 ordinary shares at the par value of THB 1.00 each to the new registered capital of THB 1,611,256,930 divided into 1,611,256,930 ordinary shares at the par value of THB 1.00 each.

Please see the additional details in Capital Increase Report Form (Form 53-4) in Enclosure 1.

2. The Meeting approved, and resolved to propose for the Shareholders' approval, the amendment of Clause 4 of the Memorandum of Association of the Company as follows, to be consistent with the increase of the registered capital of the Company:

“Clause 4. Registered share capital Baht 1,611,256,930 (Baht One Billion Six Hundred Eleven Million Two Hundred Fifty Six Thousand Nine Hundred and Thirty only)

Divided into shares 1,611,256,930- (One Billion Six Hundred Eleven Million Two Hundred Fifty Six Thousand Nine Hundred and Thirty shares)

With a par value of Baht 1 (Baht One) by categorizing into

Ordinary shares 1,611,256,930- (One Billion Six Hundred Eleven Million Two Hundred Fifty Six Thousand Nine Hundred and Thirty Ordinary shares)

Preference shares - shares (-)”

3. The Meeting approved, and resolved to propose for the Shareholders' approval, the allotment of 571,736,330 new ordinary shares at the par value of THB 1.00 each as described hereunder according to the following details:

(1) Right Offering:

the allocation of not more than 519,760,300 newly issued ordinary shares each at a par value of Baht 1 (one) to existing shareholders of the Company ("Right Offering") in proportion to their shareholding percentage at the ratio of 2 (two) existing ordinary shares to 1 (one) newly issued ordinary share, at an offering price of Baht 4 (four) per newly issued share. Decimal fractions of shares derived from calculations shall be cancelled.

In allocating the newly issued ordinary shares to existing shareholders in proportion to their shareholding percentage, shareholders may oversubscribe for shares in excess of their existing shareholding percentage (the "Oversubscription"). The Oversubscription shares will be allocated to such oversubscribing shareholders only after newly issued ordinary shares are allocated proportionately to all shareholders in the first round. Criteria for allocation of Oversubscription shares are as follows:

- **Unsubscribed shares exceed the number of shares oversubscribed for:**

The Company will allocate shares to all shareholders who have expressed their intention to subscribe for shares in excess of their right and who have paid subscription price for such shares.

- **Unsubscribed shares are less than the number of shares oversubscribed for:**

- (a) Each shareholder who has expressed the intention to subscribe for shares in excess of their existing shareholding percentage will be allocated Oversubscription shares in proportion to shareholding percentage of each shareholder. (Fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for.
- (b) The remainder of shares after the allocation under (a) will be allocated proportionately to each of oversubscribing shareholders who have not been fully allocated with shares. (Decimal fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for. The allocation process under this clause (b) shall be repeated until no shares are left or it is impossible to allocate due to the remainder being only fractions of shares or there are no more subscribers.

In case there are remaining unsubscribed ordinary shares from the allocation to the existing shareholders, the Company shall cancel then and decrease the capital.

(2) Warrants to purchase ordinary shares of the Company No. 1 (“PSL-W1”)

the allocation of not more than 51,976,030 newly issued ordinary shares as a reserve of underlying ordinary shares to support the exercise of PSL-W1. PSL-W1 shall be allocated proportionately to existing shareholders of the Company who subscribe and make subscription payment for the Rights Offering shares at the offering ratio of 10 Rights Offering shares to 1 unit of the Warrant (10:1). Decimal fractions of shares or Warrants derived from calculations shall be cancelled. Shareholders shall exercise their right to subscribe and make subscription payment for the Rights Offering shares and shall proportionately receive PSL-W1 at the same time of the subscription.

Please see the additional details in Preliminary Details of Warrants to Purchase the Ordinary Shares of the Company in Enclosure 2.

Further, the Meeting approved, and resolved to propose for the Shareholders’ approval, the delegation of the powers to the Executive Board of Directors or any persons designated by the Executive Board of Directors include, but not limited to the followings:

- To determine the subscription and payment period of such Rights Offering shares, offering period, and other relevant conditions and details of the offer of the Rights Offering shares including PSL-W1 issuance to existing shareholders and also to arrange for any unsubscribed (new) ordinary shares including PSL-W1 pursuant to the resolutions of the shareholders;
 - To determine the date and the list of shareholders who are entitled to subscribe to the Rights Offering shares (Record Date) and fix the closing date of the share register book to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535;
 - To take all actions necessary for and relevant to the allocation of the Rights Offering shares including PSL-W1 issuance as approved by the shareholders; and
 - Delegate powers to any persons to execute any application forms, subscription methods, notices or such other documents relating to the Rights Offering and the listing of the Rights Offering shares and PSL-W1 on the Stock Exchange of Thailand, the registration of the capital increase with the Ministry of Commerce and liaise with and contact officers or representatives of any agencies.
4. The Meeting approved the summoning of the Extraordinary General Meeting of the Shareholders No.1/2015 (the “EGM 1/2015”), to be held on Friday, 10 April 2015 at 14:00 hours at Bussarakam Ballroom, the Avani Atrium Hotel, No. 1880 New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310 Thailand to consider the following Agenda:

- AGENDA 1. To consider and approve the increase of the registered capital of the Company.
- AGENDA 2. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company.
- AGENDA 3. To consider and approve the allocation of the newly issued ordinary shares of the Company.
- AGENDA 4. To consider and approve the issuance of the Warrants to purchase ordinary shares of the Company No. 1 (PSL-W1).
5. The Meeting passed the resolution that the "Record Date" for the right of shareholders to attend the EGM 1/2015 shall be 23 March 2015. Further, 24 March 2015 shall be the book closure date on which the shareholders list, as specified in Section 225 of the Securities and Exchange Act.

Please be informed accordingly.

Yours sincerely,
Precious Shipping Public Company Limited

Khalid Moinuddin Hashim
Managing Director

Khushroo Kali Wadia
Director

Capital Increase Report Form (F53-4)
Precious Shipping Public Company Limited

Date: 9 March 2015

We, Precious Shipping Public Company Limited (the “Company”), hereby report on the resolutions of the Meeting of the Board of Directors of the Company No. 3/2015 held on 6 March 2015 from 14:00 to 15:00 hours, relating to a capital increase/share allotment as follows:

1 Capital increase:

The Meeting of the Board of Directors of the Company resolved to approve the increase of the Company’s registered capital from THB 1,039,520,600- to THB 1,611,256,930- by issuing 571,736,330 ordinary shares with a par value of THB 1 each, totaling THB 571,736,330-. Details of the each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Value Par (THB/Share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	571,736,330	1	571,736,330
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2 Allotment of new shares:

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (Old:New)	Sale price (Share/Price)	Subscription and payment period	Note
Existing shareholders	Up to 519,760,300	2:1	THB 4.00	To be determined by the Executive Board of Directors	See Note A
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
To support the exercise of warrants to purchase ordinary shares of the Company No. 1 (PSL-W1)	Up to 51,976,030	See Note B	THB 0.00	To be determined by the Executive Board of Directors	See Note B

Note A:

the allocation of not more than 519,760,300 newly issued ordinary shares each at a par value of Baht 1 (one) to existing shareholders of the Company (“Right Offering”) in proportion to their shareholding percentage at the ratio of 2 (two) existing ordinary shares to 1 (one) newly issued ordinary share, at an offering price of Baht 4 (four) per newly issued share. Decimal fractions of shares derived from calculations shall be cancelled.

In allocating the newly issued ordinary shares to existing shareholders in proportion to their shareholding percentage, shareholders may oversubscribe for shares in excess of their existing shareholding percentage (the "Oversubscription"). The Oversubscription shares will be allocated to such oversubscribing shareholders only after newly issued ordinary shares are allocated proportionately to all shareholders in the first round. Criteria for allocation of Oversubscription shares are as follows:

- **Unsubscribed shares exceed the number of shares oversubscribed for:**

The Company will allocate shares to all shareholders who have expressed their intention to subscribe for shares in excess of their right and who have paid subscription price for such shares.

- **Unsubscribed shares are less than the number of shares oversubscribed for:**

- (a) Each shareholder who has expressed the intention to subscribe for shares in excess of their existing shareholding percentage will be allocated Oversubscription shares in proportion to shareholding percentage of each shareholder. (Fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for.
- (b) The remainder of shares after the allocation under (a) will be allocated proportionately to each of oversubscribing shareholders who have not been fully allocated with shares. (Decimal fractions of shares that are derived from calculation shall be rounded down). The number of shares to be allocated to oversubscribing shareholders will not exceed the number of shares subscribed and paid for. The allocation process under this clause (b) shall be repeated until no shares are left or it is impossible to allocate due to the remainder being only fractions of shares or there are no more subscribers.

In case there are remaining unsubscribed ordinary shares from the allocation to the existing shareholders, the Company shall cancel them and decrease the capital.

Note B:

the allocation of not more than 51,976,030 newly issued ordinary shares as a reserve of underlying ordinary shares to support the exercise of PSL-W1. PSL-W1 shall be allocated proportionately to existing shareholders of the Company who subscribe and make subscription payment for the Rights Offering shares at the offering ratio of 10 Rights Offering shares to 1 unit of the Warrant (10:1). Decimal fractions of shares or Warrants derived from calculations shall be cancelled. Shareholders shall exercise their right to subscribe and make subscription payment for the Rights Offering shares and shall proportionately receive PSL-W1 at the same time of the subscription.

Please see the additional details in Preliminary Details of Warrants to Purchase the Ordinary Shares of the Company No. 1 in Enclosure 2.

The delegation of the powers to the Executive Board of Directors or any persons designated by the Executive Board of Directors include, but not limited to the followings:

- To determine the subscription and payment period of such Rights Offering shares, offering period, and other relevant conditions and details of the offer of the Rights Offering shares including PSL-W1 issuance to existing shareholders and also to arrange for any unsubscribed (new) ordinary shares including PSL-W1 pursuant to the resolutions of the shareholders;
- To determine the date and the list of shareholders who are entitled to subscribe to the Rights Offering shares (Record Date) and fix the closing date of the share register book to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535;
- To take all actions necessary for and relevant to the allocation of the Rights Offering shares including PSL-W1 issuance as approved by the shareholders; and
- Delegate powers to any persons to execute any application forms, subscription methods, notices or such other documents relating to the Rights Offering and the listing of the Rights Offering shares and PSL-W1 on the Stock Exchange of Thailand, the registration of the capital increase with the Ministry of Commerce and liaise with and contact officers or representatives of any agencies.

2.1.1 The Company's plan in case there is a fraction of shares remaining:

Fraction of shares derived from calculation of allocation ratio in the Rights Offering and the Oversubscription shall be rounded down and in case there are remaining unsubscribed ordinary shares from the allocation to the existing shareholders, the Company shall cancel then and decrease the capital.

2.2 If under a general mandate -N/A-

3 Schedule for a shareholders' meeting to approve the capital increase/allotment

The Extraordinary General Meeting of the Shareholders No.1/2015 is scheduled to be held on Friday, 10 April 2015 at 14:00 hours at Bussarakam Ballroom, the Avani Atrium Hotel, No. 1880 New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10310 Thailand.

The "Record Date" for the right of shareholders to attend the EGM 1/2015 shall be 23 March 2015. Further, 24 March 2015 shall be the book closure date on which the shareholders list, as specified in Section 225 of the Securities and Exchange Act (one business day following the Record Date).

4 Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company will register the capital increase and to change the paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company will submit an application to the Stock Exchange of Thailand for listing of the newly issued ordinary shares and Warrants allocated to the existing shareholders on the Stock Exchange of Thailand.

5 Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company's original plan for funding the newbuilding vessels ordered by the Company currently under construction at 3 Shipyards in China was to be from a combination of bank debt and own cash reserves. The Company has arranged for the debt portion of the funds requirement for most of the vessels and is in negotiations with many banks who have expressed interest for the debt funding of the remaining vessels which is not expected to be difficult. However, the portion which was supposed to have come out of own cash reserves included excess cash from the sale proceeds of certain vessels of the Company's, earmarked for sale from its existing fleet which was planned for this year. However, due to the poor performance of the dry bulk shipping market, the sales of the earmarked vessels have been delayed and, in view of the historically lowest levels in the market expected to continue for some time, may be delayed even further. In order to make up this deficit and to ensure that the Company can comfortably perform its payment obligations due during the next twelve months for the newbuilding vessel orders, and also maintains enough liquidity for its operations in severely depressed market conditions, the Board of Directors is proposing (to shareholders) to raise new equity capital. As such, the funds received from this capital increase will be used to pay certain instalments for the newbuilding orders, and to plug any cash deficits in the Company's operations including funds required for debt service.

6 Benefits which the Company will receive from the capital increase/share allotment:

The capital increase will benefit the Company by strengthening its balance sheet and increasing its liquidity position, thereby enabling the Company to comfortably perform its payment obligations on its newbuilding contracts and meet various contractual obligations under its bank finance facilities.

7 Benefits which shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy: The Company's policy is to pay not less than 25% of its Net Profit after taxes and appropriation to any reserves required by law.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from when the aforesaid persons are registered as shareholders of the Company. Subscribers of new shares will also receive free Warrants (PSL-W1) proportionately which shall be listed on the Stock Exchange of Thailand and can be traded by the Warrant holders.

7.3 Others: The increase in capital through an increase in the number of shares issued would increase the liquidity of the Company's shares which could have a positive effect on the Company's share price.

8. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

9. Schedule of action if the Board of Directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1.	Board of Directors Meeting No. 3/2015	6 March 2015
2.	The Record Date for determining the shareholders who are entitled to attend the Extraordinary General Meeting of the Shareholders No. 1/2015	23 March 2015
3.	The Book Closing Date for gathering the list of shareholders in accordance with Section 225 of the Securities and Exchange Act	24 March 2015
4.	The Extraordinary General Meeting of Shareholders No. 1/2015	10 April 2015
5.	The Record Date to determine rights of shareholders who eligible to receive allocation of Right Offering shares & PSL-W1	To be determined by the Executive Board of Directors

6.	Book Closure Date to collect names of shareholders who are eligible to receive allocation of Rights Offering shares & PSL-W1	To be determined by the Executive Board of Directors
7	Subscription & payment date	To be determined by the Executive Board of Directors

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Khalid Moinuddin Hashim
Managing Director

Khushroo Kali Wadia
Authorized Director

Precious Shipping Public Company Limited

Preliminary Details of Warrants to Purchase the Ordinary Shares of the Company

Category of Warrants	Warrants to purchase ordinary shares of Precious Shipping Public Company Limited No. 1 (“PSL-W1” or “Warrants”)
Type of Warrants	Registered and transferable
Offering Method	<p>PSL-W1 shall be allocated proportionately to existing shareholders of the Company who subscribe and make subscription payment for the Rights Offering shares at the offering ratio of 10 Right Offering shares to 1 unit of the Warrant (10:1). Decimal fractions of shares or Warrants derived from calculations shall be cancelled. Shareholders shall exercise their right to subscribe for the Rights Offering shares and shall proportionately receive the Warrants at the same time of the subscription.</p> <p>Right Offering shares shall be offered to the existing shareholders whose names are in the share register book on the record date fixed and the share register book closing date under section 225 of the Securities and Exchange Act B.E. 2535 for determining the shareholders entitled to subscribe for the Rights Offering Shares and the Warrants. Such record date and share register book closure date will be determined by the Executive Board of Directors.</p> <p>Shareholders with intention to subscribe for Right Offering Shares either lower or higher than their right in proportion to shareholding, such shareholders will be eligible to receive for Warrants.</p> <p>Shareholders must exercise their right in subscribing both new ordinary shares and Warrants proportionately. They cannot subscribe for either one of ordinary shares or Warrants. This is applicable in cases of proportionate subscription, undersubscription and oversubscription.</p> <p>Details of warrant subscription and any other necessary conditions shall be determined by the Executive Board of Directors or any person designated by the Executive Board of Directors.</p>

Number of Offering Warrants	No more than 51,976,030 units
Offering Price per Unit	Baht 0 (zero)
Term of Warrants	Not exceeding 3 years (36 months) from the initial issuance date of Warrants
Last Exercise Date	To be finalized by the Executive Board of Directors
Ordinary Shares Reserved for the Exercise of Warrants	No more than 51,976,030 shares (with a par value of Baht 1 per share)
Conversion Ratio	1 unit of Warrant per 1 ordinary share (subject to change in accordance with the condition on adjustment of right of warrant)
Exercise Price	17.50 Baht per share (subject to change in accordance with the condition on adjustment of right of warrant)
Issuance of the Warrant	The Executive Board of Directors or persons designated by the Executive Board of Directors is authorized to determine the offering date after the approval of the shareholder meeting.
Offering Period	<p>The Company will offer the Warrants to the existing shareholders who subscribe for the Right Offering shares.</p> <p>The Executive Board of Directors or any person designated by the Executive Board of Directors shall be authorized to determine the issuing and offering date of the Warrants.</p>
Exercise Period and Condition for Exercise	<p>The Warrant holders can exercise their Warrants on the last business day of every calendar quarter (March, June, September, and December) of the year after the 2nd anniversary from the issuance date until the date of expiration of the Warrants. (the “Exercise Date”)</p> <p>The last Exercise Date will be on the date on which the Warrants reach its maturity. If the last exercise date falls on a non-business day, the exercise date shall then be the preceding business days prior to the last exercise date.</p> <p>The Warrant holders must declare their intention to exercise their warrants not less than 15 days prior to the lapse of the last Exercise Date.</p>

Secondary Market for the Warrants	The Company shall apply to list the Warrants to be issued on the Stock Exchange of Thailand
Secondary Market for The Ordinary Shares from the Exercise of Warrants	The Company shall apply to list the shares to be issued upon exercising the Warrants on the Stock Exchange of Thailand
Conditions if there are unexercised warrants left over	The Company shall cancel all the left over warrants.
Dilution effects to the shareholders	<p>1. The ordinary shares to be issued upon exercising the Warrants will have the same rights and benefits as that of the already issued and fully paid-up ordinary shares in every aspect. Any rights to be vested upon becoming shareholders from the exercise of the Warrants will be effective from the date that the Ministry of Commerce accepts to register the list of shareholders, which shows the name of shareholders holding new ordinary share issued upon exercising the Warrants.</p> <p>2. The 2 following scenarios can be considered based on the assumptions given in the respective scenarios hereunder:</p> <p>Scenario 1: All Warrants are exercised by existing shareholders</p> <p>Scenario 2: All Warrants are exercised by new shareholders (all existing shareholders trade their Warrants on the SET, therefore, the securities are transferred to new shareholders).</p> <p>1. Control Dilution Scenario 1: 0% (no effect) Scenario 2: not exceeding 3.23%</p> <p>Control Dilution = $Q_w / (Q_0 + Q_{RO} + Q_w)$ Q_0 = Paid-up shares (1,039,520,600 ordinary shares) Q_{RO} = Shares to be offered to existing shareholders by way of Rights Offering (519,760,300 ordinary shares) million shares Q_w = Shares reserved for the exercise of Warrants (51,976,030 shares)</p>

	<p>2. EPS Dilution Scenario 1: 0% (no effect) Scenario 2: not exceeding 3.23%</p> <p>3. Price Dilution For both scenarios, no price dilution effect due to the fact that the exercise price at THB17.50 per share is higher than the current market price of THB 16.97 per share which is the weighted average market price of the Company's share during the period of 7 consecutive business days prior to the date of the Meeting of the Board of Directors of the Company No. 3/2015 held on Friday, 6 March 2015 (during 24 February 2015 and 5 March 2015 – information from SETSMART)</p>
Other Conditions	<p>The Executive Board of Directors or any person designated by the Executive Board of Directors is authorized to determine criteria, conditions, and other details related to the Warrants. The said person(s) shall also be authorized to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the Warrants including the issuance and offer, the listing of the Warrants to be issued and the ordinary shares to be issued upon exercising the Warrants on the SET, as well as to proceed with applications for the necessary approval from relevant authorities.</p>
Warrants Registrar	Thailand Securities Depository Co., Ltd.