

## **Precious Shipping Public Company Limited Criteria for shareholders to nominate Director**

**Objective:** In accordance with recommended best practices per “The Principles of Good Corporate Governance for Listed Companies” and to ensure that all shareholders are equitably treated, the Company should open its doors to facilitate minority shareholders to nominate a Director. The Board of Directors has established the criteria and procedures for consideration of these matters proposed as follows:

### **Definitions:**

“Company” means Precious Shipping Public Company Limited

“Board” means Board of Directors of Precious Shipping Public Company Limited

“Director” means Director of Precious Shipping Public Company Limited

“Nomination Committee” means Nomination Committee of Precious Shipping Public Company Limited

### **Criteria for shareholders to nominate a Director**

#### **1. Qualification of shareholders**

A shareholder who wishes to nominate a Director must possess the following qualifications;

- (1) Be a shareholder holding a minimum of 2,000,000 shares either as one shareholder or a group of shareholders.
- (2) Must hold shares as specified above on the date the shareholder or the group of shareholders proposes the Director nominations.
- (3) Must have the evidence of shares held such as copies of certificate of shares held issued by securities company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

#### **2. The Nomination of the Director**

##### **2.1 Qualification of the nominated Director**

The Board will consider the director nominee holding Thai Nationality, age not more than 58 years and who possesses the following qualifications:

- (1) Qualified according to the Public Limited Companies Act, Securities and Exchange Act including other relevant laws and regulations and in accordance with the Good Corporate Governance Policy of the Company.
- (2) Knowledgeable, possess good background experience, capable, independent to perform director’s duties with care and loyalty, and able to attend Directors’ meetings regularly.
- (3) Having knowledge in one or more of the following fields: Shipping, International Trading, Business Strategy, International Accounting, International Finance, Law and Corporate Governance.
- (4) Not holding board positions in more than 4 listed companies and certainly not in any competing maritime business.
- (5) Completed the Thai IOD Director’s Certification Program Course.

##### **2.2 Submission of Proposal**

- (1) A shareholder who possesses the necessary qualification per No. 1 hereinabove can submit the annexed form titled “**Form to Nominate Director**”. In case shareholders have grouped to propose the agenda item, each shareholder must fill in and sign this form as evidence separately. Thereafter, the forms should be presented as one set along with all the supporting documents of each shareholder.

- (2) A Shareholder can send the information to the Company through email to [ir@preciousshipping.com](mailto:ir@preciousshipping.com) or to facsimile number 66 2 236 7654 and then follow it up with the original Form, duly signed, together with other supporting documents as required to the following address **within 31 December 2017**.

**Khun Somprathana Thepnaplern**  
**Precious Shipping PCL**  
Corporate Secretary and Investor Relations  
9<sup>th</sup> Floor, Cathay House,  
8 North Sathorn Road, Silom,  
Bangrak, Bangkok 10500 Thailand  
Telephone: 02-6968856

### **3. Consideration Procedure**

The Nomination Committee will initially review the proposal and consider the nominated candidate's qualification before proposing to the Board. The name of the nominated Director candidate, if approved by the Board, will be included in the relevant agenda of the AGM. If a proposal disapproved by the Nomination Committee or the Board, the proposers shall be informed with the reason for refusal through the Company's website at [www.preciousshipping.com](http://www.preciousshipping.com) and/or any other appropriate information dissemination channels and the decision of the Board shall be final.

**Precious Shipping Public Company Limited  
Form to Nominate Director**

Date .....  
Name-Surname of Proposer (Shareholder).....  
Address .....  
.....  
Telephone No. .... Facsimile No. ....  
Email .....

Number of shares held as of the proposal date.....  
I would like to nominate (Mr./Mrs./Miss) ..... Age.....,  
who is fully qualified in accordance with the criteria of the Company to nominate the director.  
The nominee has signed below as the evidence of his/her consent to be appointed as Director.  
The curriculum vitae of the nominee and other supporting documents like certified copies of  
educational certificates, reference letters, experience certificates, etc., have been enclosed, and  
are .....pages in total.

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

..... Shareholder's signature  
( )

Date.....

I am (Mr./Mrs./Miss)....., the director nominee,  
consent and certify that my qualifications and other supporting documents provided as above for  
Minority Shareholders to propose Director Nominee are correct and I also agree to accept the  
appointment as Director and to carry out my duties to the best of my ability and to adhere to the  
Good Corporate Governance principles of the Company.

..... Nominated Director  
( ) Candidate's signature

**Remarks:**

The Proposer (Shareholder) must enclose the following documents with this form;

1. The evidence of shares held as of the proposal date, such as a statement or certificate of shares held in the Company issued by an authorized Securities Company (Custodian) or any other certificate from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.("TSD") evidencing the shares held by the Proposer.
2. In case the shareholder is an individual, copy of identification card / passport (in case of non-Thai nationality) must be enclosed, duly certified by the shareholder.
3. In case the shareholder is a juristic person, the copy of the company's affidavit/certificate of registration issued by Department of Business Development, Ministry of Commerce or other equivalent agencies(for non-Thai juristic persons) and copy of identification card/passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by an authorized director.
4. Certified copies of identification card / passport, educational certificates, reference letters, experience certificates, etc of the nominated director candidate.