

**Precious Shipping Public Company Limited**  
**Criteria for shareholders to propose an Agenda Item for the Annual General Meeting**

**Objective:** In accordance with recommended best practices per “The Principles of Good Corporate Governance for Listed Companies”, the Company should open doors to facilitate minority shareholders to propose agenda items in advance of their annual general meetings (AGM) and ensure that all shareholders are equitably treated and select agenda items which are truly beneficial to the Company. For clarity and transparency of the procedures and methods for consideration, the Board of Directors has established the criteria and procedures for the consideration of the matters proposed as follows:

**Criteria for shareholders to propose an agenda item for the AGM**

**1. Qualification of shareholders**

A shareholder who wishes to propose an AGM agenda item 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 agenda item.
- 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. Proposal of the agenda item**

The Company normally has the following agenda items for the shareholders’ AGM:

- 1) To adopt the Minutes of the previous Meeting of the Shareholders.
- 2) To acknowledge the Board of Directors’ Report on the Company’s operations and the Annual Report.
- 3) To consider and approve the Audited Statements of financial position and the Income Statements.
- 4) To acknowledge aggregate interim dividends paid during the year.
- 5) To consider and approve the appropriation of profit and the final dividend payment.
- 6) To consider and approve the appointment of the Auditors of the Company and to fix their remuneration.
- 7) To consider and approve the re-election of the Directors who retire by rotation.
- 8) To consider and approve the Directors’ remuneration.
- 9) To consider and approve the appropriation of profit as Corporate Social Responsibility Reserve.

**3. Consideration Procedure**

- 1) A shareholder who possesses the necessary qualification per No. 1 hereinabove can submit the annexed form titled “**Form - The Proposed Agenda Item for the Shareholders’ Annual General Meeting of 2019**” to the Company through email to [ir@preciousshipping.com](mailto:ir@preciousshipping.com) or to facsimile number 66 2 236 7654 and follow it up with the original Form, duly signed, together with other supporting documents as required to the following address **within 31 December 2018**.

**Khun Somprathana Thepnaplern**  
**Precious Shipping PCL**

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- 2) The Board of Directors shall reserve the right not to accept and place any agenda item but more particularly, those related to the following:
  - (1) Matters that violate the laws, rules, regulations of statutory or government agencies, or that do not comply with the Objectives, the Articles of Association, the shareholders' resolutions and Good Corporate Governance Policies of the Company.
  - (2) Matters that are beneficial only to a specific person or group.
  - (3) Matters related to enquiring on conduct of normal business practices of the Company that the shareholders wish to raise without illustrating sufficient rationale for suspicion of irregularities.
  - (4) Matters that are beyond the control of the Company but require a definite commitment.
  - (5) Matters that shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting rights of the Company, provided that the facts of said matters have not yet changed significantly from the previous shareholders' meeting.
  - (6) Matters proposed by shareholders who are not qualified per No. 1 hereinabove or do not follow the procedures set forth by the Company.
  - (7) Other matters that the Board deems unnecessary to place on the agenda.
  
- 3) The proposed agenda items which have been accepted by the Board, will be included in the AGM Agenda. As a comment or an opinion of the Board of Directors is required for each Agenda Item in the Notice of AGM, the Board may comment and disclose that this Agenda Item has been proposed directly by certain shareholders. Those items that have been rejected by the Board, shall be informed to the shareholders 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.

