

*The Annual General Meeting of Shareholders No. 1/2015
Precious Shipping Public Company Limited*



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

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. Suphat Srivasriumphai age 68 years, residing at No. 157-159

Road Wanich 1 Tambol/Kwaeng Chakkawad Amphur/Khet Sampanthawong

Province Bangkok Postal Code 10100 or

2. Name Mr. Kamtorn Sila-On age 44 years, residing at No. 363 Soi Thonglor 19

Road Sukhumvit Tambol/Kwaeng Klongton Nua Amphur/Khet Wattana

Province Bangkok Postal Code 10110 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. 1/2015 held on Tuesday, 31st March 2015 at 10:30 hours at the Bussarakam Ballroom, the Avani Atrium Hotel, No. 1880 New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10310 Thailand** 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 Extraordinary General Meeting of Shareholders No. 1/2014 held on 30 April 2014.

- (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 2014 and the 2014 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 2014 and the Income statement for the year ended 31 December 2014.

- (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 acknowledge aggregate interim dividends of Baht 0.20 per share for the year 2014. (No vote required for this agenda item)

Agenda No. 5 To consider and approve the appropriation of profit and the final dividend payment for the year 2014.

- (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 appointment of the auditors of the Company and to fix their remuneration for the year 2015.

- (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. 7 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. Thira Wipuchanin
- Approve _____ votes Disapprove _____ votes Abstain _____ votes
- Name of Director: Mr. Khalid Moinuddin Hashim
- Approve _____ votes Disapprove _____ votes Abstain _____ votes
- Name of Director: Ms. Nishita Shah
- Approve _____ votes Disapprove _____ votes Abstain _____ votes
- Name of Director: Mr. Kirit Shah
- Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 8 To consider and approve the Directors' remuneration for the year 2015.

- (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 profit 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. SUPHAT SIVASRIAUMPHAI

POSITION	Chairman of the Audit and Corporate Governance Committee* / Independent Director / Nomination Committee Member
DATE OF APPOINTMENT ON THE BOARD	11 January 1994
AGE	68 years
EDUCATION	Assumption Commercial College.
TRAINING	Working/training & Experience with many joint venture companies including large Japanese, American and Indian companies. <ul style="list-style-type: none">• 2006 Completed "Director Accreditation Program" (DAP), Class 57/2006 of Thai Institute of Directors (IOD).
EXPERIENCE TO REVIEW CREDITIBILITY OF THE FINANCIAL STATEMENTS	<ul style="list-style-type: none">• March 2011 – Present Chairman of the Audit and Corporate Governance Committee, Precious Shipping Public Company Limited.• 1998 – 2011 Audit Committee Member, Precious Shipping Public Company Limited.
OTHER EXPERIENCE	<ul style="list-style-type: none">• 1994 – present Director, Precious Shipping Public Company Limited.• 1989 – 1993 Director, Precious Shipping Limited. (Converted into Public Company Limited in 1994)• 2007 – 2011 President, India - Thai Chamber of Commerce (2 terms).
OCCUPATION	Managing family owned companies.

MR. SUPHAT SIVASRIAUMPHAI (Cont.)

DIRECTORSHIP AND POSITIONS HELD IN OTHER COMPANIES AND OTHER ORGANISATIONS

- LISTED COMPANIES Nil
- NON - LISTED COMPANIES
 - 3 Companies :
 1. Managing Director, Thai Filament Textiles Company Limited.
 2. Managing Director, Thai Ambica Chemicals Company Limited.
 3. Managing Director, Rembrandt Hotel Corporation Limited.
- CONNECTED COMPANIES Nil
- OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES) Nil
- OTHER ORGANISATIONS Nil

NO. OF SHARES HELD AS OF YEAR END 2014

- BY HIMSELF Nil
- BY HIS SPOUSE AND MINOR CHILDREN (IF ANY) Nil

INCREASE (DECREASE) IN SHAREHOLDING IN THE YEAR 2014

- BY HIMSELF (800,000) shares
- BY HIS SPOUSE AND MINOR CHILDREN (IF ANY) Nil

*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 and any of the Management Team.

ATTENDANCE / TOTAL MEETINGS OF THE BOARD OF DIRECTORS (TIMES) IN THE YEAR 2014

- ORDINARY MEETING: 7/7 TIMES
- EXTRAORDINARY MEETING: 0/0 TIME

ATTENDANCE / TOTAL MEETINGS OF THE AUDIT & CORPORATE GOVERNANCE COMMITTEE (TIMES) IN THE YEAR 2014

- ORDINARY MEETING: 4/4 TIMES
- EXTRAORDINARY MEETING: 2/2 TIMES



MR. KAMTORN SILA-ON

POSITION	Chairman of Remuneration Committee / Independent Director Audit and Corporate Governance Committee Member* / Nomination Committee Member
DATE OF APPOINTMENT ON THE BOARD	14 March 2011
AGE	44 years
EDUCATION	
• 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.
TRAINING	
• 2008	Completed Executive Development Program (EDP) by the Capital Markets Academy and Thai Listed Companies Association.
• 2011	Director Certification Program (DCP) by Institute of Directors (IOD).
• 2012	Audit Committee Program (ACP) by Institute of Directors (IOD).
EXPERIENCE	
• July 2014 - Present	Vice President, Supply Chain Management, S&P Syndicate Public Company Limited.
• 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.

MR. KAMTORN SILA-ON (Cont.)

- 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 Managing the group production and logistics of multi-store restaurant and bakery chain of S&P Syndicate Public Company Limited.

DIRECTORSHIP AND POSITIONS HELD IN OTHER COMPANIES AND OTHER ORGANISATIONS

- LISTED COMPANIES Nil
- NON-LISTED COMPANIES Nil
- CONNECTED COMPANIES Nil
- OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES) Nil
- OTHER ORGANISATIONS Member of Academic Committee, Department of International Business, Logistics and Transport, Thammasat Business School, Thammasat University.

NO. OF SHARES HELD AS OF YEAR END 2014

- BY HIMSELF Nil
- BY HIS SPOUSE AND MINOR CHILDREN (IF ANY) Nil

INCREASE (DECREASE) IN SHAREHOLDING IN THE YEAR 2014

- BY HIMSELF Nil
- BY HIS SPOUSE AND MINOR CHILDREN (IF ANY) Nil

* 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.

ATTENDANCE / TOTAL MEETINGS OF THE BOARD OF DIRECTORS (TIMES) IN THE YEAR 2014

- ORDINARY MEETING: 7/7 TIMES
- EXTRAORDINARY MEETING: 0/0 TIME

ATTENDANCE / TOTAL MEETINGS OF THE AUDIT & CORPORATE GOVERNANCE COMMITTEE (TIMES) IN THE YEAR 2014

- ORDINARY MEETING: 4/4 TIMES
- EXTRAORDINARY MEETING: 2/2 TIMES