

*The Extraordinary 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. Thira Wipuchanin age 65 years, residing at No. 256 Soi Sannibathtedsaban
Road Lad Phrao Tambol/Kwaeng Chankasem Amphur/Khet Chatuchak
Province Bangkok Postal Code 10900 or

2. Name _____ age _____ years, residing at No. _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
Province _____ Postal Code _____ 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 Extraordinary General Meeting of Shareholders No. 1/2015 held on Friday, 10th April 2015 at 14:00 hours at the Bussarakam Ballroom, the Avani Atrium Hotel, No. 1880 New Petchburi Road, Bangkok, 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 consider and approve the increase of the registered capital of the Company.

- (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 consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company.

- (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. 3 To consider and approve the allocation of the newly issued ordinary shares of the Company.

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

- (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.

PROFILE OF INDEPENDENT DIRECTOR FOR SHAREHOLDERS' PROXY



MR. THIRA WIPUCHANIN

POSITION	Chairman of the Board of Directors / Independent Director
DATE OF APPOINTMENT ON THE BOARD	13 July 2000
AGE	65 years
EDUCATION	B.Sc. in Economics and Business Administration, University of Wisconsin - Stevens Point, U.S.A.
TRAINING	
• 2014	Attended training course on the topic "Chartered Director Class" (CDC) held by Thai Institute of Directors (IOD).
• 2005	Attended training course on the topic "Audit Committee Program" (ACP) held by Thai Institute of Directors (IOD).
• 2001	Graduate member of Thai Institute of Directors (IOD) – Completed "Directors Certificate Program" (DCP), Class 6/2001.
EXPERIENCE TO REVIEW CREDITIBILITY OF THE FINANCIAL STATEMENTS	
• 2008 - March 2011	Audit Committee Member, Precious Shipping Public Company Limited.
• 2005 – Present	Chairman of the Audit Committee, United Palm Oil Industry Public Company Limited.
• 2003 – Present	Audit Committee Member, Siam Makro Public Company Limited.
• Present	Chairman of the Audit Committee, Bangkok First Investment & Trust Public Company Limited.

MR. THIRA WIPUCHANIN (Cont.)

OTHER EXPERIENCE

- 2000 – Present Director, Precious Shipping Public Company Limited.
- 2000 – 2003 Senior Executive Vice President, Export - Import Bank of Thailand.
Director, Sanyo Universal Electric Public Company Limited.
Treasurer, The Community Support Foundation, Thailand.
Member, Company Establishment Preparatory Committee/ T.O.T. and C.A.T.
Member, Company Establishment Preparatory Committee/ P.T.T.
Board member, Capital Market Opportunity Center / SET.
- 1994 – 1997 Senior Vice President, Premier Group of Companies.
- 1990 – 1994 Thailand Representative, Prudential Asset Management Asia Limited.
- 1975 – 1990 Vice President (Investment), American International Assurance Company Limited.
- 1974 – 1975 Business Loan Manager, Commercial Credit Corporation (Thailand) Limited.
- 1973 – 1974 Served the Royal Thai Army.

OCCUPATION Company Director.

DIRECTORSHIP AND POSITIONS HELD IN OTHER COMPANIES AND OTHER ORGANISATIONS

- LISTED COMPANIES 4 Companies:
 1. Chairman of the Board of Directors, Chairman of the Audit Committee, Independent Director, Nomination Committee Member and Remuneration Committee Member, United Palm Oil Industry Public Company Limited.
 2. Independent Director, Audit Committee Member, Nomination and Remuneration Committee Member, Siam Makro Public Company Limited.
 3. Chairman of the Audit Committee, Independent Director, Nomination and Remuneration Committee Member, Bangkok First Investment & Trust Public Company Limited.
 4. Chairman of the Board of Directors and Independent Director, Interhides Public Company Limited.
- NON - LISTED COMPANIES 1 Company: Aira Advisory Co. Ltd.
- CONNECTED COMPANIES Nil
- OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES) Nil
- OTHER ORGANISATIONS Director, Thai Shipowners' Association.

MR. THIRA WIPUCHANIN (Cont.)

NO. OF SHARES HELD AS OF YEAR END 2014

- BY HIMSELF: Nil
- BY HIS SPOUSE AND MINOR CHILDREN (IF ANY): 60,000 shares (0.00% of total paid-up shares)

INCREASE (DECREASE) IN SHAREHOLDING IN THE YEAR 2014

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

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