

*The Annual General Meeting of Shareholders No. 1/2019*  
*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 69 years, residing at No. 256 Soi Sannibathtedtaban

Road Lad Phrao Tambol/Kwaeng Chankasem Amphur/Khet Chatuchak

Province Bangkok Postal Code 10900 **or**

2. Name Mr. Chaipatr Srivisarvacha age 59 years, residing at No. 16<sup>th</sup> Floor, Liberty Square Bldg., 287

Road Silom Tambol/Kwaeng Silom Amphur/Khet Bangrak

Province Bangkok Postal Code 10500 **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. 1/2019 held on Thursday, 4<sup>th</sup> April 2019 at 14:00 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 Annual General Meeting of Shareholders No. 1/2018 held on 4 April 2018.**

- (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 2018 and the 2018 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 2018 and the Income statement for the year ended 31 December 2018.**

- (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 appropriation of profit and the final dividend payment for the year 2018.**

- (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. 5 To consider and approve the appointment of the auditors of the Company and to fix their remuneration for the year 2019.**

- (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 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. Kamtorn Sila-On

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name of Director: Associate Professor Dr. Pavidia Pananond

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name of Director: Mr. Ishaan Shah

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Name of Director: Mr. Lyn Yen Kok

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

**Agenda No. 7 To consider and approve the Directors' remuneration for the year 2019.**

- (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. 8 To consider and approve the appropriation of Baht 2.28 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

**Agenda No. 9 To consider and approve the reduction of the registered capital of the Company by way of cancellation of 51,965,068 unissued shares and the consequent amendment to Clause 4 of the Company's Memorandum of Association.**

- (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. 10 To consider and approve the amendments to Article 30 of the Articles 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. 11 To consider and approve the amendments to Article 32 of the Articles 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

(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. THIRA WIPUCHANIN**

<b>POSITION</b>	Chairman of the Board of Directors / Independent Director
<b>DATE OF APPOINTMENT ON THE BOARD</b>	13 July 2000
<b>AGE</b>	69 years
<b>EDUCATION</b>	B.Sc. in Economics and Business Administration, University of Wisconsin - Stevens Point, U.S.A.
<b>TRAINING</b>	
• 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.
<b>EXPERIENCE TO REVIEW CREDITIBILITY OF THE FINANCIAL STATEMENTS</b>	
• 2004 - June 2017	Chairman of the Audit Committee, Bangkok First Investment & Trust Public Company Limited.
• 2008 - March 2011	Audit Committee Member, Precious Shipping Public Company Limited.
• 2003 - Present	Audit Committee Member/Independent Director, Siam Makro Public Company Limited.
• 1995 - Present	Chairman of the Audit Committee, United Palm Oil Industry Public Company Limited.

## MR. THIRA WIPUCHANIN (Cont.)

### OTHER EXPERIENCE

- 2016 - Present Member of the Corporate Governance Committee, Siam Makro Public Company Limited.
- 2010 - Present Chairman of the Nomination and Remuneration Committee, Siam Makro Public Company Limited.
- 2000 - Present Director, Precious Shipping Public Company Limited.
- 1995 - Present 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.
- 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

<b>CONNECTED COMPANIES</b>	Nil
<b>NON-CONNECTED COMPANIES</b>	<b>LISTED COMPANIES:</b> 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. Chairman of the Nomination and Remuneration Committee, Independent Director, Audit Committee Member, Member of the Corporate Governance Committee, Siam Makro Public Company Limited. <b>NON - LISTED COMPANIES:</b> Aira Advisory Co., Ltd.
<b>OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES)</b>	Nil
<b>OTHER ORGANISATIONS</b>	Nil

**MR. THIRA WIPUCHANIN (Cont.)****NO. OF SHARES HELD (SHARES) AS OF YEAR END 2018:**

<b>Description</b>	<b>As of 1 Jan 2018</b>	<b>Acquisition in 2018</b>	<b>Disposal in 2018</b>	<b>Increase (Decrease) in 2018</b>	<b>As of 31 Dec 2018</b>
By himself	-	-	-	-	-
By his spouse and minor children (if any)	90,000	-	-	-	90,000 (0.01% of total paid up shares)

No family relationship with any of the other Directors and any of the Management Team.

<b>THE MEETINGS IN THE YEAR 2018</b>	<b>ATTENDANCE / TOTAL MEETINGS (TIMES)</b>
MEETINGS OF THE BOARD OF DIRECTORS	7/7





**MR. CHAIPATR SRIVISARVACHA**

<b>POSITION</b>	Chairman of Nomination Committee / Independent Director
<b>DATE OF APPOINTMENT ON THE BOARD</b>	14 March 2011
<b>AGE</b>	59 years
<b>EDUCATION</b>	
• 1984	Illinois Benedictine College, MBA (Finance).
• 1981	Lehigh University, Bachelor of Science (Metallurgy).
<b>TRAINING</b>	
• 2017	Certificate, Advanced Audit Committee Program, Class 25/2017, Thai Institute of Directors Association (IOD), March 2017
• 2015	Certificate, Corporate Governance for Capital Market Intermediaries 3/2015, Thai Institute of Directors Association (IOD)
• 2015	Certificate, CMA-GMS 1, Capital Market Academy Executive Education 27 March – 12 April 2015, The Stock Exchange of Thailand
• 2012	Certificate, Capital Market Academy Leadership Program, The Stock Exchange of Thailand
• 2005	Certificate, Chairman 2000, Thai Institute of Directors Association (IOD).
• 2003	Diploma, Directors Certification Program (DCP), Thai Institute of Directors Association (IOD).
<b>EXPERIENCE TO REVIEW CREDITIBILITY OF THE FINANCIAL STATEMENTS</b>	
• 2003 - 2013	Independent Director and Audit Committee, The Brooker Group Public Co. Ltd.
• 2010 - November 2011	Independent Director and Chairman of the Audit Committee, Dhanarak Asset Development Company Limited.
• 2001 - 2007	Independent Director and Audit Committee, Thanachart Bank Public Company Limited.

## MR. CHAIPATR SRIVISARVACHA (Cont.)

### OTHER EXPERIENCE

- December 2018 - Present Director, SE Digital Co., Ltd.
- March 2017 - Present Director, Innoconnect Social Enterprise Co., Ltd.
- March 2017 - Present Director, Absolute Yoga Co., Ltd.
- March 2017 - May 2017 Director, Scentimental (Thailand) Co., Ltd.
- May 2016 - Present Director, TSFC Securities Public Company Limited.
- March 2016 - Present Director, Lumpini Asset Management Company Limited.
- December 2015 - Present Chairman of the Board of Director, Thaifoods Group Public Company Limited.
- May 2015 - Present Governor, The Stock Exchange of Thailand.
- November 2015 – Present Director, Innotech Asset Management Co., Ltd.
- June 2013 - May 2014 Member of Audit Committee, The Stock Exchange of Thailand.
- June 2012 - June 2013 Director, Thailand Futures Exchanges Public Company Limited.
- May 2012 - May 2014 Governor, The Stock Exchange of Thailand.
- March 2011 - Present Independent Director and Chairman of Nomination Committee, Precious Shipping Public Company Limited.
- 2009 - Present Chief Executive Officer, KT ZMICO Securities Company Limited.
- 2007 - Present Chief Executive Officer, Seamico Securities Public Company Limited.
- Present Director and Secretary, The Srivisarvacha Foundation.
- Present Director, Population and Community Development Association (PDA).
- 2004 - 2009 Director (Independent), G Steel Public Company Limited.
- 2003 - 2008 President of the Board, New International School of Thailand (Affiliated with United Nations).
- 2003 - 2007 Chairman of the Board, EQHO Communications Limited.
- 1999 - 2007 Managing Partner, CapMaxx Company Limited.
- 1999 - 2003 Director (Independent), Pacific Assets Public Company Limited.
- 1999 - 2000 Advisor to the Chairman of the Board of Directors, The Telephone Organization of Thailand.
- 1999 Director and Executive Director, Krung Thai Bank Public Company Limited.
- 1995 - 1999 Director and Head of Thailand Investment Banking, Salomon Smith Barney.
- 1995 - 1999 Director, Phoenix Pulp & Paper Public Company Limited.
- 1993 - 1995 Deputy Managing Director, Premier Finance & Securities.

## MR. CHAIPATR SRIVISARVACHA (Cont.)

- 1991 - 1995 Director, Head of Thailand Investment Banking, Swiss Bank / SBC Warburg.
- 1989 - 1991 Manager, Thailand Private Banking, Lloyds Bank.
- 1988 - 1989 Manager, Investment Banking Department, Phatra Thanakit.
- 1985 - 1988 Business Development Officer, Industrial Finance Corporation of Thailand.

**OCCUPATION** Chief Executive Officer, KT ZMICO Securities Company Limited.

### DIRECTORSHIP AND POSITIONS HELD IN OTHER COMPANIES AND OTHER ORGANISATIONS

<b>CONNECTED COMPANIES</b>	Nil
<b>NON-CONNECTED COMPANIES</b>	<p><b>LISTED COMPANIES:</b></p> <ol style="list-style-type: none"> <li>1. Chief Executive Officer, Seamico Securities Public Company Limited.</li> <li>2. Chairman of the Board of Directors, Thaifoods Group Public Company Limited.</li> <li>3. Director, TSFC Securities Public Company Limited.</li> </ol> <p><b>NON-LISTED COMPANIES:</b></p> <ol style="list-style-type: none"> <li>1. Director, Innoconnect Social Enterprise Co., Ltd.</li> <li>2. Director, Absolute Yoga Co., Ltd.</li> <li>3. Chief Executive Officer, KT ZMICO Securities Co. Ltd.</li> <li>4. Director, Lumpini Asset Management Company Limited.</li> <li>5. Governor, The Stock Exchange of Thailand.</li> </ol>
<b>OTHER RELATED COMPANIES (SUBSIDIARIES / ASSOCIATED COMPANIES)</b>	Nil
<b>OTHER ORGANISATIONS</b>	<ol style="list-style-type: none"> <li>1. Director and Secretary, The Srivisarvacha Foundation.</li> <li>2. Director, Population &amp; Community Development Association (PDA).</li> </ol>

### NO. OF SHARES HELD (SHARES) AS OF YEAR END 2018:

Description	As of 1 Jan 2018	Acquisition in 2018	Disposal in 2018	Increase (Decrease) in 2018	As of 31 Dec 2018
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

THE MEETINGS IN THE YEAR 2018	ATTENDANCE / TOTAL MEETINGS (TIMES)
MEETINGS OF THE BOARD OF DIRECTORS	6/7
MEETINGS OF THE NOMINATION COMMITTEE	2/2