

# Pacific Basin Shipping Limited

(incorporated in Bermuda with limited liability)  
(Stock Code: 2343)

## FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON MONDAY, 23 MAY 2016

No. of shares to which this proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_

Shareholder(s) of **PACIFIC BASIN SHIPPING LIMITED** (the "Company") hereby appoint (Note 3) the Chairman of the Meeting or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting of the Company (the "Meeting") to be held at Cliftons, Room 508-520, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Monday, 23 May 2016 at 10:00 a.m. and at any adjournment thereof as hereunder indicated in respect of the Resolution set out in the Notice of Special General Meeting (the "SGM Notice"), and, if no such indication is given, as my/our proxy thinks fit.

	<b>ORDINARY RESOLUTION</b>	<b>For (Note 4)</b>	<b>Against (Note 4)</b>
1	Conditional upon resolution 2 below being passed, to approve the Rights Issue (as defined in the Company's circular dated 29 April 2016 (the "Circular")) of a minimum of 1,946,823,119 new Shares and a maximum of 2,386,367,644 new Shares (the "Rights Shares") at a subscription price of HK\$0.60 per Rights Share to Qualifying Shareholders (as defined in the Circular) on the basis of one Rights Share for every one existing Share held on the Record Date (as defined in the Circular) as contemplated under the Underwriting Agreement (as defined in the Circular) and the transactions contemplated thereunder as well as the Specific Mandate (as defined in the Circular) on the terms as set out in items 1(a) – 1(f) of the SGM Notice.		
	<b>SPECIAL RESOLUTION</b>	<b>For (Note 4)</b>	<b>Against (Note 4)</b>
2	To approve the Capital Reorganisation (as defined in the Circular) on the terms as set out in items 2(a) – 2(e) of the SGM Notice.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature(s) (Note 5) \_\_\_\_\_

### Notes:

**THIS FORM IS APPLICABLE ONLY IF YOU ARE A REGISTERED SHAREHOLDER.** You are not a registered shareholder if your Shares are held via banks, brokers, custodians, or the Hong Kong Securities Clearing Company Limited. In such a case, you should consult your banks or brokers or custodians (as the case may be) directly to assist you in the appointment of proxy.

- (1) Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (2) Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- (3) If a proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK [✓] IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK [✓] IN THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (6) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, then one of the said persons so present whose name appears first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (7) To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Meeting or at any adjournment thereof.