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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your Shares in Pacific Basin Shipping Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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**Pacific Basin Shipping Limited**

(incorporated in Bermuda with limited liability)

(Stock Code: 2343)

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2017 annual general meeting of Pacific Basin Shipping Limited to be held at the Hong Kong Maritime Museum, Central Pier No. 8, Hong Kong on Wednesday, 12 April 2017 at 10:30 a.m. is set out on pages 16 to 18 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

13 March 2017

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

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| “2013 Share Award Scheme” | the share award scheme adopted by the Company on 28 February 2013 (as supplemented by the Company’s announcement in relation thereto dated 28 March 2013) |
| “AGM” | the 2017 annual general meeting of the Company to be held at the Hong Kong Maritime Museum, Central Pier No. 8, Hong Kong on Wednesday, 12 April 2017 at 10:30 a.m., notice of which is set out on pages 16 to 18 of this circular |
| “associate” | has the meaning ascribed thereto in the Listing Rules |
| “Awards” | include restricted share awards and restricted unit awards, which are awards granted by the Board under the 2013 Share Award Scheme, subject to the terms and conditions thereof respectively |
| “Board” | the board of Directors or a duly authorised committee thereof |
| “business day” | any day on which the Stock Exchange is open for the business of dealing in securities |
| “Buy-back Mandate” | the general and unconditional mandate enabling the Company to buy back Shares |
| “Bye-laws” | the bye-laws of the Company |
| “Companies Act” | the Companies Act 1981 of Bermuda (as amended) |
| “Company” or “Pacific Basin” | Pacific Basin Shipping Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange |
| “core connected person” | has the meaning ascribed thereto in the Listing Rules |
| “Directors” | the directors of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” and “cents” | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

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|------------------------------|--|
| “INEDs” | the independent non-executive directors of the Company |
| “Issue Mandate” | the general mandate enabling the Company to allot, issue and deal in the Shares |
| “Latest Practicable Date” | 9 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time |
| “Long Term Incentive Scheme” | The share option scheme adopted by the Company on 17 June 2004 and amended and re-named the long term incentive scheme pursuant to a resolution passed by Shareholders at a special general meeting on 8 June 2005, which has been replaced by the 2013 Share Award Scheme adopted and with effect from 28 February 2013 |
| “Notice” | the notice of the AGM set out on pages 16 to 18 of this circular |
| “Rights Issue” | the rights issue (on a one-for-one basis) by the Company as announced on 18 April 2016 and completed on 27 June 2016 |
| “Share(s)” | Share(s) of US\$0.01 each in the Share capital of the Company |
| “Shareholder(s)” | holders of Share(s) in issue |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Repurchases published by the Securities and Futures Commission |

LETTER FROM THE CHAIRMAN

Pacific Basin Shipping Limited

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

Executive Directors:

David Muir Turnbull
Mats Henrik Berglund
Andrew Thomas Broomhead
Chanakya Kocherla

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent Non-Executive Directors:

Patrick Blackwell Paul
Robert Charles Nicholson
Alasdair George Morrison
Daniel Rochfort Bradshaw
Irene Waage Basili
Stanley Hutter Ryan

Hong Kong Principal Office:

7th Floor, Hutchison House
10 Harcourt Road
Central
Hong Kong

13 March 2017

To Shareholders,

RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the Notice of the AGM to be convened for the purpose of considering and, if thought fit, passing five ordinary resolutions to approve, among other things, the re-election of Directors and the grant of general mandates to issue and to buy back Shares.

2. RE-ELECTION OF DIRECTORS (RESOLUTION 2 AS PER NOTICE)

In relation to resolution 2 in the Notice regarding re-election of Directors, Mr. Chanakya Kocherla, an Executive Director, has tendered notice in November 2016 that he will retire with effect from the conclusion of the AGM. Mr. David M. Turnbull (an Executive Director) and Mrs. Irene Waage Basili (an Independent Non-executive Director) will retire at the AGM by rotation pursuant to the Company's By-laws and being eligible, will offer themselves for re-election. In addition, Mr. Stanley H. Ryan who was appointed as an Independent Non-Executive Director in July 2016, shall retire at the AGM and being eligible, shall offer himself for re-election. None of the above Directors to be re-elected has any relationship with any of the other Directors, senior management or substantial or controlling Shareholders of the Company. Under resolution 2, the re-election of Directors will be individually voted on by Shareholders.

LETTER FROM THE CHAIRMAN

The biographical details and interests in Shares of the Directors to be re-elected at the AGM are set out in Appendix I below.

For the information of the Shareholders, the Board selects INEDs based on their ability to contribute to the affairs of the Group, and of overriding importance is that each INED possesses a mindset that is independent and constructively challenges management's views. Although some INEDs do not necessarily have a shipping background, their familiarity with the business over the years has enabled them to contribute to the management of the risks involved. Independence from executive management is particularly important as the Group has no controlling shareholder. Continuity of the INEDs provides stability to the Board decision-making process, compensating for any turnover in the executive management team. The Board believes that the long tenure of some of the INEDs do not compromise their independence but instead brings significant positive qualities as referred above. The Board, however, recognises the importance of succession to balance the mix of deep understanding of the Group's business with fresh ideas and perspectives. The Board has continued to periodically seek new INEDs to join the Board, as demonstrated in the appointments in 2014 and 2016, so as to sustain its source of independent views.

The Board also recognises that INEDs' emoluments should not be tied to the performance of the Group, and hence it has not granted, and currently has no intention to grant, any Awards to INEDs.

3. GENERAL MANDATE TO ISSUE SHARES (RESOLUTION 4 AS PER NOTICE)

At the last annual general meeting of the Company held on 19 April 2016, an ordinary resolution was passed to grant a general and unconditional mandate to the Directors to allot, issue and deal with Shares with additional Shares up to a limit of 10% of the aggregate nominal amount of the issued Share capital of the Company as at 19 April 2016.

On 12 August 2016, 41,688,000 Shares were issued at HK\$0.92 per Share under the Issue Mandate to satisfy Awards granted pursuant to the 2013 Share Award Scheme and to effect the adjustment to all outstanding Awards previously granted thereunder to take into account the effect of the Rights Issue. In addition, on 31 October 2016, a further 79,979,037 Shares were issued under the Issue Mandate at HK\$1.218 per Share to 10 shipowners or their nominees (the "Shipowners") in return for a US\$12.6 million reduction in long term charter hire rates in 2017 and 2018. The total issue price for the 79,979,037 Shares amounts to HK\$97,414,467, which is equivalent to the aggregate sum of the reduction in the existing daily charter-hire rates payable by the Group to the Shipowners of US\$12,556,000 over a 24-month period commencing 1 November 2016.

As the existing remaining Issue Mandate of 73,015,274 Shares is going to expire at the conclusion of the AGM, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole to renew the Issue Mandate. Accordingly, an ordinary resolution will be proposed at the AGM which will give the Directors a general mandate to allot, issue and deal in additional Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolution, which if passed shall be 12 April 2017, provided that any Shares to be allotted and issued pursuant to the Issue Mandate shall not be issued at a discount of more than 10% to the Benchmarked Price of the Shares (which shall be a price which is the higher of (i) the closing price of the

LETTER FROM THE CHAIRMAN

Shares as stated in the daily quotations sheet of the Stock Exchange on the date of signing of the agreement to which the transaction relates; or (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the earliest of (a) the date of signing of the agreement to which a transaction relates; or (b) the date on which such relevant transaction is announced; or (c) the date on which the price of the Shares to be issued pursuant to such relevant transaction is fixed).

The full text of the ordinary resolution to be proposed at the AGM in relation to the Issue Mandate is set out in resolution 4 in the Notice on pages 16 to 17 of the circular.

4. GENERAL MANDATE TO BUY BACK SHARES (RESOLUTION 5 AS PER NOTICE)

At the last annual general meeting of the Company held on 19 April 2016, an ordinary resolution was passed to grant a general and unconditional mandate to the Directors to buy back the Shares on the Stock Exchange of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at 19 April 2016. No Shares have been bought back pursuant to the Buy-back Mandate as at the Latest Practicable Date.

As the existing Buy-back Mandate is going to expire at the conclusion of the AGM, the Directors believe that the renewal of the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Accordingly, an ordinary resolution will be proposed at the AGM which will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares at any time until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of such resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or the Bye-laws to be held; or (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting, as stated in the ordinary resolution up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution, which if passed shall be 12 April 2017.

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate is set out in Appendix II to this circular.

The full text of the ordinary resolution to be proposed at the AGM in relation to the Buy-back Mandate is set out in resolution 5 in the Notice set out on pages 16 to 18 of this circular.

5. PRINCIPAL BUSINESS OF THE GROUP

The Group is one of the world's leading owners and operators of modern Handysize and Supramax dry bulk vessels. The Company currently operates approximately 220 dry bulk ships of which 96 are owned. A further three owned newbuildings are scheduled to join the Company's core fleet by mid-2017.

The Company is listed and headquartered in Hong Kong, and provides a qualify service to over 400 customers, with approximately 3,000 seafarers and 330 shore-based staff in 12 offices in key locations around the world.

LETTER FROM THE CHAIRMAN

6. VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Bye-law 66. The Company will appoint the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, as the scrutineer to handle vote-taking procedures at the AGM. The results of the poll will be published on the HKExnews website at www.hkexnews.hk and the Company's website at www.pacificbasin.com no later than 23:00 on the date of the AGM.

7. NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 16 to 18 of this circular.

There is enclosed a form of proxy for use at the AGM. A member entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. The completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM should you so wish.

8. RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for the re-election of Directors, the renewal of the Issue Mandate and the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all of the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
David M. Turnbull
Chairman

EXECUTIVE DIRECTOR**David Muir Turnbull – age 61, Chairman**

Mr. Turnbull graduated from Cambridge University with a Master of Arts degree in Economics. He then joined the Swire Group and held various senior management positions during his 30 years with the group. He held the following positions in Hong Kong publicly listed companies: chairman of Swire Pacific Ltd., Cathay Pacific Airways Ltd., and Hong Kong Aircraft Engineering Company Ltd.; a non-executive director of the Hongkong and Shanghai Banking Corporation, Hysan Development Co. Ltd. and Air China Ltd.; and an independent non-executive director of Sands China Limited. Mr. Turnbull is a non-executive director of Green Dragon Gas Limited (listed on the London Stock Exchange) and Greka Drilling Limited (listed on the London Alternative Investment Market). He also serves as an independent non-executive director of the Hong Kong-listed Wharf (Holdings) Limited.

Mr. Turnbull joined the Company in 2006 as an Independent Non-executive Director and was appointed Chairman and Executive Director of the Company in 2008. The Company intends to extend his term of appointment until 17 May 2020 or the conclusion of the 2020 annual general meeting, whichever is earlier (subject to retirement by rotation at the annual general meeting of the Company in accordance with the Bye-laws of the Company). Pursuant to his service agreement with the Company, Mr. Turnbull currently receives an emolument at the rate of US\$378,560 per annum, which is inclusive of salary and retirement scheme contribution. He is also eligible to receive, at the discretion of the Remuneration Committee, a bonus of up to 100% of his emolument. In addition, an aggregate of 5,934,000 Shares in the form of restricted share awards have been granted to Mr. Turnbull since 5 August 2008 pursuant to the Long Term Incentive Scheme and the 2013 Share Award Scheme, of these (i) 2,505,000 Shares have vested; (ii) 694,000 Shares will vest on 14 July 2017; (iii) 1,242,000 Shares will vest on 14 July 2018, and (iv) 1,493,000 Shares will vest on 14 July 2019. Mr. Turnbull's emolument was agreed between the Company and Mr. Turnbull and was determined by reference to the levels of emolument of other senior executives of the Company and in the market generally.

Save as aforesaid, Mr. Turnbull did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Turnbull does not have any relationship with any other Directors or senior management or any substantial or controlling shareholders of Pacific Basin and save as disclosed in the paragraph below relating to interests of the Directors to be re-elected at the AGM, he does not have any interest (within the meaning of Part XV of the Securities Futures Ordinance) in the Shares.

Save for the information disclosed above, the Board and Mr. Turnbull have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Irene Waage Basili – age 49**

Mrs. Basili graduated from the School of Management of Boston University in 1991 with a Bachelor of Business Administration degree. After graduation, she held various managerial positions in the shipping industry, including Western Bulk Carriers Holding ASA. From 1999 to 2007 she held positions in Wallenius Wilhelmsen Logistics, first as a manager of contracting and strategy and later as commercial director in 2004. From 2007 to 2011, Mrs. Basili served as vice president, marine business unit of Petroleum Geo Services with responsibility for fleet and marine strategy following its acquisition of Arrow Seismic ASA where she was the chief executive officer. She also served as a director of Odfjell SE from 2008 to 2014, a company listed on the Oslo Stock Exchange specialises in transportation and storage of bulk liquid chemicals, acids, edible oils and special products. Mrs. Basili is currently the chief executive officer of GC Rieber Shipping ASA (which specialises in offshore shipping businesses, ship management and project development), a director of Kongsberg Gruppen ASA (specialises in the provision of technology systems and solutions in the oil and gas, merchant marine and defence and aerospace industries) and Wilh. Wilhelmsen Holdings ASA (global provider of maritime related services, transportation and logistics solutions) all listed on the Oslo Stock Exchange. She is also the acting CEO of Sherwater Geoservices (a marine geophysical company 50% owned by GC Rieber Shipping) since 13 October 2016 until a permanent CEO is in place.

Mrs. Basili joined the Company in May 2014 as an Independent Non-executive Director. The Company intends to extend her term of appointment until the conclusion of the 2020 annual general meeting, subject to retirement by rotation at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mrs. Basili currently receives HK\$400,000 per annum for being an Independent Non-executive Director of the Company. She is also entitled to a fee of HK\$175,000 per annum for being a member of the Company's Audit committee; and a fee of HK\$75,000 per annum for being a member of the Company's Remuneration committee and Nomination committee. Her total remuneration of HK\$650,000 per annum will be payable in arrears in quarterly instalments on 31 March, 30 June, 30 September and 31 December. In addition, the Company will reimburse appropriate travel and accommodation expenses incurred by, and provide a per diem allowance of HK\$10,540 per day to Mrs. Basili for attending Board meetings in Hong Kong or at a location outside of Bergen, Norway. Mrs. Basili's remuneration was agreed between the Company and Mrs. Basili and was determined by reference to the levels of remuneration of other senior executives of the Company and in the market generally.

The Board considers that Mrs. Basili continues to be independent and is able to carry out her duties as an Independent Non-executive Director of the Company for the following reasons:

- (a) Mrs. Basili is able to confirm her independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Mrs. Basili has demonstrated continued independent judgement which contributes positively to the development of the Company's strategy and policies;
- (c) Mrs. Basili has not had and does not have any executive or management role or functions in the Company and its subsidiaries, nor has she been employed by any member of the Pacific Basin group;

APPENDIX I PARTICULARS CONCERNING DIRECTORS TO BE RE-ELECTED

- (d) Mrs. Basili does not receive any remuneration from the Company apart from Director's fees and does not participate in the Group's staff incentive plan or pension scheme;
- (e) Mrs. Basili does not receive any remuneration from a third party in relationship to her directorship;
- (f) Mrs. Basili does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Mrs. Basili does not hold any cross directorships or other significant links with other directors through involvement with other companies;
- (h) Mrs. Basili does not hold any Shares;
- (i) Mrs. Basili does not serve as a director or employee of a significant competitor of the Group; and
- (j) After due and careful consideration, the Company's Nomination Committee considers Mrs. Basili suitably independent to carry out her duties as an Independent Non-executive Director.

Save as aforesaid, Mrs. Basili did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mrs. Basili does not have any relationship with any other Directors or senior management or any substantial or controlling shareholders of Pacific Basin and she does not have any interest (within the meaning of Part XV of the Securities Futures Ordinance) in the Shares.

Save for the information disclosed above, the Board and Mrs. Basili have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Stanley Hutter Ryan – age 55

Mr. Ryan earned a bachelor's degree in Economics and Computer Applications from the University of Notre Dame in 1984, and a Master of Arts in International Relations and an MBA from the University of Chicago in 1989.

Mr. Ryan has been the CEO and President of Seattle-based Darigold Inc. since February 2016. He served with Cargill, Inc. for 25 years in a number of executive and general management roles worldwide, starting as an analyst in the strategy and business development department in Cargill's global headquarters in Minneapolis, general manager of Cargill's oilseed operations in Ohio, general manager of Cargill's Venezuela refined oils business stationed in Caracas, general manager of Cargill's Brazil refined oils business in Sao Paulo, President of Cargill's North American dressings, sauces and oils business in Minneapolis, managing director and President of Cargill Refined Oils Europe based in the Netherlands,

APPENDIX I PARTICULARS CONCERNING DIRECTORS TO BE RE-ELECTED

and managing director and President of Cargill Food Ingredients Australia/New Zealand based in Sydney. Mr. Ryan was a global co-leader of Cargill's agricultural supply chain businesses and a member of its global corporate center. He served as an independent director at Eagle Bulk Shipping Inc. from October 2014 to June 2016 and as Eagle Bulk's interim chief executive officer from March to September 2015.

Mr. Ryan joined the Company in July 2016 as an Independent Non-executive Director and has entered into a service agreement with the Company for a period of three years subject to re-election at the AGM in accordance with the Company's Bye-laws. Mr. Ryan currently receives HK\$400,000 per annum for being an Independent Non-executive Director of the Company. He is also entitled to a fee of HK\$175,000 per annum for being a member of the Company's Audit Committee; and a fee of HK\$75,000 per annum for being a member of the Company's Remuneration Committee and Nomination Committee. His total remuneration of HK\$650,000 per annum will be payable in arrears in quarterly instalments on 31 March, 30 June, 30 September and 31 December. In addition, the Company will reimburse appropriate travel and accommodation expenses incurred by, and provide a per diem allowance of HK\$10,540 per day to Mr. Ryan for attending Board meetings in Hong Kong or at a location outside of Seattle. Mr. Ryan's remuneration was agreed between the Company and Mr. Ryan and was determined by reference to the levels of remuneration of other senior executives of the Company and in the market generally.

The Board considers that Mr. Ryan continues to be independent and is able to carry out his duties as an Independent Non-executive Director of the Company for the following reasons:

- (a) Mr. Ryan is able to confirm his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Mr. Ryan has demonstrated continued independent judgement which contributes positively to the development of the Company's strategy and policies;
- (c) Mr. Ryan has not had and does not have any executive or management role or functions in the Company and its subsidiaries, nor has he been employed by any member of the Pacific Basin group;
- (d) Mr. Ryan does not receive any remuneration from the Company apart from Director's fees and does not participate in the Group's staff incentive plan or pension scheme;
- (e) Mr. Ryan does not receive any remuneration from a third party in relationship to his directorship;
- (f) Mr. Ryan does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Mr. Ryan does not hold any cross directorships or other significant links with other directors through involvement with other companies;
- (h) Mr. Ryan does not hold any Shares;
- (i) Mr. Ryan does not serve as a director or employee of a significant competitor of the Group; and

APPENDIX I PARTICULARS CONCERNING DIRECTORS TO BE RE-ELECTED

- (j) After due and careful consideration, the Company's Nomination Committee considers Mr. Ryan suitably independent to carry out his duties as an Independent Non-executive Director.

Save as aforesaid, Mr. Ryan did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ryan does not have any relationship with any other Directors or senior management or any substantial or controlling shareholders of Pacific Basin and he does not have any interest (within the meaning of Part XV of the Securities Futures Ordinance) in the Shares.

Save for the information disclosed above, the Board and Mr. Ryan have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

INTERESTS AND LONG POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at the Latest Practicable Date, the interests of the Directors to be re-elected at the AGM in the Shares, underlying Shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company under Section 352 of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or as notified to the Company were as follows:

| Name of Director | Long/Short Position | Personal interests | Trust & similar Interests | Total Share interests | Approximate percentage of issued Share capital the Company |
|-------------------------|----------------------------|---------------------------|--------------------------------------|------------------------------|---|
| David M. Turnbull | Long | 6,547,000 | 2,524,918 ¹ | 9,071,918 | 0.23% |

Note:

- (1) 2,524,918 shares are held in the form of convertible bonds due 2021 at nominal value of US\$1m held by a Trust named Bentley Trust (Malta) Limited, of which Mr. Turnbull is the founder.

At no time during the year was the Company, its subsidiaries, or its associated companies a party to any arrangement to enable the Directors and chief executive of the Company to hold any interests or short positions in the Shares or underlying Shares in, or debentures of, the Company or its associated corporations.

This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to accompany the Notice at which a resolution is to be proposed in relation to the Buy-back Mandate.

BUY-BACK MANDATE

The relevant sections of the Listing Rules which permit companies with a primary listing on the Stock Exchange to buy back their Shares on the Stock Exchange, subject to certain restrictions, are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all proposed buy-backs of Shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction. The Listing Rules require an explanatory statement such as is contained herein to be sent to Shareholders to give Shareholders adequate information to enable them to decide whether to approve the grant of such a mandate.

(b) Source of funds

In buying back its Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and laws of Bermuda.

Under Bermuda law, buy-backs may only be effected out of the capital paid up on the Shares to be bought back or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

Any premium payable on a buy-back over the par value of the Shares to be bought back must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

(c) Maximum number of Shares to be bought back

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,015,313,275 Shares. Subject to the passing of resolution 5 approving the Buy-back Mandate as set out in the Notice appearing on pages 16 to 18 of this circular and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 401,531,327 Shares until (i) the conclusion of the next annual general meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or the Bye-laws to be held; or (iii) the revocation or variation of the authority given under resolution 5 by an ordinary resolution of the Shareholders in general meeting, whichever is earliest.

REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back Shares on the Stock Exchange. Such buy-backs, depending on market conditions and funding arrangements at the time, may lead to an enhancement of the net asset value of the Company and/or its earnings per share and will be made only when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

FUNDING OF BUY-BACKS

Buy-backs must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-laws and the laws of Bermuda.

The Directors have no present intention to buy back any Shares and they would exercise the power to buy back in circumstances only where they consider that the buy-back would be in the best interests of the Company and the Shareholders as a whole and in circumstances where they consider that the Shares can be bought back on terms favourable to the Company. As compared with the position as disclosed in the Company's most recent published audited accounts for the year ended 31 December 2016, and taking into account the current working capital position of the Company, the Directors consider that if the general mandate to buy back Shares were to be exercised in full at the current prevailing market value, it could have a material adverse impact on the working capital position of the Company.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of the knowledge of the Directors, having made all reasonable enquiries, any associates of the Directors has a present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected persons of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

SHARE PRICE

During each of the previous twelve months preceding the Latest Practicable Date, the highest and lowest prices at which Shares were traded on the Stock Exchange were as follows:

| | Highest <i>(HK\$)</i> | Lowest <i>(HK\$)</i> |
|---|---------------------------------|--------------------------------|
| 2016 | | |
| March | 1.30 | 1.03 |
| April | 1.54 | 1.08 |
| May | 1.34 | 0.90 |
| June | 0.96 | 0.70 |
| July | 0.96 | 0.73 |
| August | 0.93 | 0.81 |
| September | 1.16 | 0.84 |
| October | 1.32 | 1.00 |
| November | 1.44 | 1.07 |
| December | 1.40 | 1.20 |
| 2017 | | |
| January | 1.51 | 1.24 |
| February | 1.77 | 1.35 |
| March (up to the Latest Practicable Date) | 1.94 | 1.65 |

TAKEOVERS CODE

If as a result of a Share buy-back a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the largest Shareholder of the Company, Aberdeen Asset Management Plc and its Associates ("Aberdeen Group"), is interested in 600,962,000 Shares (representing approximately 14.97% of the Company's issued share capital of 4,015,313,275). Based on the said interests of Aberdeen Group in the issued share capital of the Company as at the Latest Practicable Date, and on the basis that no further Shares are issued or bought back prior to the AGM, in the event that the Directors exercise in full the power to buy back Shares in accordance with the terms of the resolution to be proposed at the AGM, the interests of Aberdeen Group in the issued share capital of the Company will be increased from approximately 14.97% to approximately 16.63% which is below the 30% threshold prescribed under the Takeovers Code and Aberdeen Group would not be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of such increase.

The Directors have no intention to exercise the Buy-back Mandate in such a way and to such extent that would give rise to an obligation on the part of Aberdeen Group or any other Shareholder to make a mandatory general offer under Rule 26 of the Takeovers Code.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back has been made by the Company of its Shares (on the Stock Exchange or otherwise) in the six months prior to the date of this document.

 **Pacific Basin Shipping Limited**

(incorporated in Bermuda with limited liability)

(Stock Code: 2343)

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting of Pacific Basin Shipping Limited (the “Company”) will be held at the Hong Kong Maritime Museum, Central Pier No. 8, Hong Kong on Wednesday, 12 April 2017 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and the reports of the Directors and auditors for the year ended 31 December 2016;
2. To re-elect Directors and to authorise the Board of Directors of the Company to fix their remuneration;
3. To re-appoint Messrs. PricewaterhouseCoopers, Certified Public Accountants, as the auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

4. **“GRANT OF A GENERAL MANDATE TO ISSUE SHARES**

THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal in new shares of US\$0.01 each in the capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or the

exercise of options granted under the long term incentive scheme of the Company or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, provided that any Shares to be allotted and issued pursuant to the approval in paragraph (a) above shall not be issued at a discount of more than 10% to the Benchmarked Price of the Shares, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Benchmarked Price” shall be a price which is the higher of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on the date of signing of the agreement to which the transaction relates; or
- (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the earliest of:
 - (A) the date of signing of the agreement to which the transaction relates; or
 - (B) the date on which the relevant transaction is announced; or
 - (C) the date on which the price of the Shares to be issued pursuant to the transaction is fixed.

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act 1981 of Bermuda or the Company’s Bye-laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors of the Company to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “GRANT OF A GENERAL MANDATE TO BUY BACK SHARES

THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange be generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased or bought back by the Company pursuant to the approval in paragraph (a) of this resolution during that Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act 1981 of Bermuda or the Company’s Bye-laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

By Order of the Board
Mok Kit Ting, Kitty
Company Secretary

Hong Kong, 13 March 2017

Notes:

1. Every member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons as their proxy to attend and vote on behalf of themselves. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other document of authority, if any, under which the form is signed, or a certified copy thereof, must be deposited with the Company’s Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be).
3. In order to determine the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 7 April to 12 April 2017, both days inclusive, during which period the registration of Shares will be suspended. All completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 6 April 2017.
4. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the Shareholders so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
5. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandate to issue Shares and the general mandate to buy back Shares will be sent to the Shareholders together with the Company’s 2016 Annual Report.