

Criteria for Minority Shareholders to propose AGM Agenda and Director Nominee in advance

1. Objective

Tongkah Harbour Public Company Limited (“THL”) is committed to maintain an appropriate management with highest effectiveness and efficiency. THL has to be accepted by the shareholders and stakeholders as a Company with Good Corporate Governance.

Enabling minority shareholders to propose agenda of the annual general shareholders’ meeting and director nominee in advance, is considered part of THL's Good Corporate Governance giving equitable and fair treatment to all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, THL has set up criteria to authorize minority shareholders to propose the agenda and the director nominees prior to the meeting. This practice will ensure that the agenda will be well selected and truly beneficial to the Company; and the qualified director nominees will be selected and can perform their duties effectively to attain the highest benefit to the Company and the stakeholders, and also affirm the conformity to Good Corporate Governance.

2. Definition

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|------------|---|---|
| “Company” | : | THL Public Company Limited |
| “Board” | : | Board of Directors of THL Public Company Limited |
| “Director” | : | Director of THL Public Company Limited |
| “Agenda” | : | Agenda of the Annual General Shareholders’ Meeting of THL Public Company Limited |

3. The Qualification of Shareholder

The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

3.1 Being the shareholder of the company which can be either one shareholder or combined shareholders.

3.2 Holding shares of not less than 37,846,000 shares

3.3 Must have continuously held those shares (3.2) for at least one year as at the date the shareholder proposes the agenda or director nominee.

4. Proposal of the Agenda

4.1 Proposals will not be placed on the Agenda if they have conflicts as follows:

(1) The proposal violates the law, rules, regulations of government agencies, or other governing agencies, or does not comply with the objectives, the articles of association, the shareholders' resolution, or the Company's good corporate governance policy.

(2) The proposal benefits on particular persons or groups.

(3) The proposal gives power and authority to the board, unless it causes a significant affect on the shareholders in general.

(4) The proposal is already in effect in Company operations.

(5) The proposal is beyond the control of the Company.

(6) The proposal information provided is incomplete, unclear or incorrect, or those who are unable to contact.

(7) The shareholders making the proposal are not fully qualified according to criteria no. 3

4.2 Consideration Procedure

(1) The shareholder who possesses qualification according to no. 3 of the criteria must submit Form A of AGM Agenda Proposal to the Board, or send the proposal unofficially via facsimile at 02-695-4901 or through the corporate secretary's email address at corporatesecretary@tongkahharbour.com, or the Company's website at <http://www.tongkahharbour.com>, before sending the original to the Board. The original must have the shareholder's signature, evidence of shares' held, (certified letter of the securities company or other evidence of the Stock Exchange of Thailand), together with any supporting documents beneficial for the boards consideration, (and) must be delivered to the Company by January 31, 2009 in order for the board to give adequate consideration.

(2) Where shareholders have formed a group to propose agenda, the selected group leader must complete fully Form A and sign as indicated. Each of the other group members must complete parts 1) and 2) completely, but in Part 3) only indicate: "in support of proposal agenda under group leader name: _____". Each member of the group must sign his or her Form A as indicated. All of the Forms for the group must be attached together as a set and include evidence of shares held and support documents (if any). Then submit to the set to the Corporate Secretary. Alternatively send the proposal unofficially before submitting the original set compiled in accordance with the above instructions.

(3) Where one shareholder proposes more than one agenda, the shareholder must fill Form A separately (One Form A per One Agenda), or may send the proposals unofficially before submitting the originals according to the criteria (1)

(4) The Corporate Secretary will initially review the proposal and will propose to the Board at the meeting in February 2009.

(5) The board will consider the proposal according to the aforementioned criteria [no. 4(1) – (6)] unless the Board says otherwise.

(6) The proposal approved by the Board, along with the Board's opinion, will be included in the AGM Agenda notice. If the proposal is not approved, the company will so announce to all shareholders formally in the AGM.

5. Nomination of Directors

5.1 Director's Qualifications

(1) Being in good health.

(2) Having qualifications according to the Public Company Act, Securities and Exchange Act, and Company Good Corporate Governance.

(3) Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of good health and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.¹

(4) A worthy director will have a high degree of relevant experience in one or more the following fields: engineering (mining and mineral exploration), accounting and finance, business management and marketing, corporate governance and legal matters (Thai law).

(5) Should not be serving on too many boards.

5.2 Consideration Procedure

(1) The shareholder who possesses qualification according to the criteria no 3. must submit the nominating director (Form B) to the Board, or may submit the proposal unofficially via facsimile to 0-2695-4901, or through the corporate secretary's email address at corporatesecretary@tongkahharbour.com or the Company's website at <http://www.tongkahharbour.com>, before sending the original to the Board. In this regard, the original with the shareholder's signature must be delivered to the Company by January 31, 2009 with the following documents.

¹ Duties and Responsibilities of Nomination Committee year 2001

(1.1) The evidence of shares' held, namely a certified letter from securities company or other evidences by the Stock Exchange of Thailand.

(1.2) The evidence of nominee's consent.

(1.3) Support document of candidate's qualification including education and work experience (Curriculum Vitae (CV) or resume) and Medical Certificate for fitness (within past 6 months).

(1.4) Other supporting documents beneficial for board consideration (if any).

(2) In case some shareholders have combined to nominate a director to the board, the group leader must fill Form B completely and sign as indicated. The rest of shareholders must fill part (1) and (2) of Form B completely and sign as indicated separately, then gather each of Forms B along with the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The alternative is to send in the proposal unofficially before submitting the original in accordance with the aforementioned criteria (1).

(3) In case one, or more than one, shareholders nominate more than one director, the shareholders must fill Form B separately (One Form B per One Director), or may send in the proposal unofficially before submitting the original according to the above criteria (1).

(4) The Corporate Secretary will initially review the proposal and will propose accordingly to the nominating committee meeting to be held in February 2009.

(5) The Nominating Committee will consider the candidate's qualification according to the Duties and Responsibilities of Nominating Committee 2001 to propose to the Board unless the Board or the Nominating Committee says otherwise.

(6) The name of nominee approved by the Board along with the Board's opinion will be included in the agenda of the AGM notice. Where a proposal is not approved by the Nominating Committee or the Board, the Company will announce the decision to all shareholders formally in the AGM.

Form to Propose AGM Agenda

(1) I am (Mr./Mrs./Miss) _____, being a shareholder of Tongkah Harbour Public Company Limited, holding _____ shares, residing at _____ Road _____ District _____ Province _____ Mobile Phone Number _____ Home/Office Phone _____ E-mail address (if any) _____

(2) I would like to propose the agenda of the Annual General Shareholders' Meeting of the year _____ Subject _____

(3) Proposal for consideration _____ and have support information beneficial for consideration (such as fact or reason etc.) and other support documents (if any) have been enclosed and certified true copy at every page, _____ pages in total.

I certify that all information written in this Form A, the evidence of shares' held, the and other support documents are correct and affix the name as evidence below

Shareholder's Signature
(_____)Date

Remarks

1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). Where the shareholder has commercial registration, a copy of the Certificate of Commercial Registration must be enclosed. Also, a copy of the director nominee's identification card or passport (in case of the foreigner nominee), who has signed his/her name in this Form B, must be enclosed and certified true copy.

2. Shareholders are able to send proposals unofficially in advance via facsimile at 0-2695-4901 or through the Corporate Secretary's email address at corporatesecretary@tongkahharbour.com or the Company's Website at <http://www.tongkahharbour.com>, before sending the original to the Company.

3. The original of this Form B must be delivered to the Company by January 31, 2009 to allow the time for the Board of Directors to consider it in accordance with the above Criteria, and to propose it to the AGM.
4. Where many shareholders have united to propose agenda, each shareholder in the group must complete Form B and sign his/her name as evidence, then the Forms must be put together as one set in accordance with no. 4.2 (2) of the criteria.
5. Where one shareholder, or groups of shareholders, propose more than one agenda, Form A must be filled separately according to no. 4.2 (3)
6. In case shareholders have their title, name, or surname changed, a copy of legal transcript of the changes must be enclosed, and certified as true copy.
7. THL will nullify the rights of shareholders if it is founded that information provided is incomplete or incorrect; or those shareholders cannot be contacted, or director nominees are not considered suitably qualified to fill Board position concerned.

**To: Corporate Secretary
Tongkah Harbour Public Company Limited,
7th Floor, Muang Thai-Phatra Office Tower,
252/11 Ratchadapisek Road, Huaykhwang,
Bangkok 10320 Thailand**

(Form to propose agenda for the 2009 Annual General Shareholder's Meeting)

Form B

Form to Nominate Director

(1) I am (Mr./Mrs./Miss) _____, being the shareholder of Tongkah Harbour Public Company Limited, holding _____ shares, residing at _____ Road _____ District _____ Province _____ Mobile Phone Number _____ Home/Office Phone _____ E-mail address (if any) _____

(2) I would like to nominate (Mr./Mrs./Miss) _____ Age _____ who is fully qualified in accordance with the criteria of the Company to be the director. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclosed and certified true copy at every page, _____ pages in total.

I certify that all information written in this Form B, the evidence of shares' held, the evidence of consent and other support documents are correct and affix the name as evidence below

_____ Shareholder's signature
(_____)
Date _____

(4) I am (Mr./Mrs./Miss) _____, the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2) is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

_____ Director nominee's signature
(_____)
Date _____

Remarks

1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport copy (in case of a foreign nominee), who has signed his/her name in this Form B, must be enclosed and certified true copy.

2. Shareholders are able to send proposals unofficially in advance via facsimile at 0-2695-4901 or through Corporate Secretary's email address at corporatesecretary@tongkahharbour.com or the Company's Website at <http://www.tongkahharbour.com> before sending the original to the Company.

3. The original Form B must be delivered to the Company by January 31, 2009 so that the Nominating Committee and the Board of Directors can duly consider in accordance with the Criteria and propose to the 2009 AGM.

4. Where shareholders have combined to nominate the director, all shareholders must fill Form B and affix their names as evidence separately, then gather the Forms into one set in accordance with no. 5.2 (2) of the criteria.

5. Where shareholders nominate many director nominees, the Form B must be filled separately according the criteria no. 5.2 (3)

6. Where shareholders have their title, name, or surname changed, the evidence of those changes must be enclosed and certified as true copy.

7. THL will cancel the rights of shareholders if information provided is incomplete or incorrect; or those shareholders cannot be contacted; or director nominees are not considered fully qualified.

To: Corporate Secretary

**Tongkah Harbour Public Company Limited,
7th Floor, Muang Thai-Phatra Office Tower,
252/11 Ratchadapisek Road, Huaykhwang,
Bangkok 10320 Thailand**

(Form to nominate director)