



Article 41 For the shareholders' meeting, the shareholder may grant proxy to other person with legal age to attend and vote at the meeting. The proxy form must be dated and signed by the shareholder granting proxy and in compliance with the Registrar's specification.

Article 42 The resolution of the shareholders' meeting must consist of the following votes:

- (1) In the normal case, the resolution shall be based on the majority votes from all the votes of shareholders attending the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
- (2) In the following cases, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of votes attending the meeting with voting right.
 - (A) Disposition or transfer of a whole or significant part of Company's business to other party.
 - (B) Acquisition or transfer of a whole or significant part of other company or private company to the Company.
 - (C) Execution, amendment or termination concerning with the leasing of Company's business in whole or significant part of the Company's business, appointment of other party to manage the Company's business or merging of business with other party with objective to share equal profit and loss.
 - (D) Amendment of the Company's Articles of Association
 - (E) Increase or reduction of the Company's registered capital
 - (F) Issuance of preferred shares, debentures, guarantee bonds, convertible debentures, warrants or bonds or other securities which can be performed according to the laws.
 - (G) Termination of the Company.
 - (H) Merging of Company with other company.

Article 43 Matters to be conducted by the Annual General Meeting of Shareholders are as follows:

- (1) Consideration of the report of the Board of Directors on the operating results of the previous year.
- (2) Consideration and approval of the balance sheets and statements of income of the previous year.
- (3) Consideration of the appropriation of earnings.
- (4) Appointment of Directors retired by rotation.
- (5) Appointment of the auditor and determination of audit fee.
- (6) Other matters.

PROXY FORMS

Granting of Proxy

The Department of Business Development of the Ministry of Commerce has approved the following forms for use as a granting of proxy. A shareholder may choose any one of the following three forms as required:

- (1) Form A General proxy form (simple form).
- (2) Form B Grantor stipulates certain matters and details.
- (3) Form C Only for shareholder whom is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares.

For the 31st General Annual Meeting of Shareholders (year 2016), if the shareholder is unable to attend the meeting, he/she may also grant proxy to the independent director as listed. The Company has prepared the proper proxy forms for this purpose.

For the shareholder who wishes to grant proxy for another person to attend the meeting, please choose only one type of Proxy Form A or Form B. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents in advance to Company Secretary, Diamond Building Products Public Co., Ltd., 69-70 Moo 1, Mitraphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000 within Friday, April 22, 2016. Nonetheless, the Company reserves the right to consider only the proxy forms sent to the Company at above address before 15:00 hours of Friday, April 22, 2016.

For the shareholder who is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares, please use Proxy Form C only.