

Ref. DBP. 258 / 2014

October 1, 2014

Subject : Shareholders' Rights to Propose the Agenda for the General Meeting and Nomination of New Board Members in Advance

To : President
The Stock Exchange of Thailand

The Company wishes to forward the procedures regarding the rights of the shareholders to propose agenda and nomination of the new board members in advance for the 30th Annual General Meeting of Shareholders (Year 2015), in both Thai and English versions for one copy each. The procedures will be disseminated on the Company's website (www.dbp.co.th) under the title "Investor Relations" from October 1, 2014 through December 31, 2014 onward.

Please be informed accordingly.

Yours faithfully,

For and on behalf of Diamond Building Products Public Company Limited

A handwritten signature in blue ink, appearing to read "Asanee Chantong".

(Mr. Asanee Chantong)

Managing Director

PROCEDURES
TO PROPOSE ITEMS FOR THE AGENDA OF THE ANNUAL GENERAL MEETING
AND
NOMINATION OF NEW BOARD MEMBERS BY SHAREHOLDERS IN ADVANCE
FOR THE 30th ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2015)

1) Policy on Equitable Treatment to Shareholders

Diamond Building Products Public Company Limited has a policy to ensure equal treatments for all shareholders, especially the minority shareholders. One of the measures is to allow the minority shareholders to propose items for the agenda of the Annual General Meeting of Shareholders and nomination of new board members by the shareholders in advance. The established procedures herewith are the rights given to the shareholders in addition to any rights that the shareholders may have under the Company's Articles of Association and other applicable laws and regulations.

2) Objectives

In order to follow the principles of good corporate governance, the Company wishes to promote the followings:

- To give opportunity and make it convenient for the minority shareholders to propose items for the agenda in advance of the Annual General Meeting of Shareholders.
- To give opportunity and open channel for the minority shareholders to propose for the nomination of new board members of the Company.

3) Procedures

(A) Criteria for Proposing Agenda Items

(1) Minimum Shareholding Requirement for Eligibility to Propose Agenda Items

A shareholder or combined number of shareholders with shareholding no less than 1 percent of the total number of voting rights of the Company have the right to propose item on the agenda (As at September 30, 2014 the Company's registered capital is at 1,047.96 million shares at Baht 1 per share, totaling Baht 1,047.96 million, which are all ordinary shares with voting right of 1,047.96 million shares at Baht 1 per share, totaling Baht 1,047.96 million; therefore, the minimum shareholding of 1 percent of the total number of voting rights of the Company is equivalent to 10.48 million shares).

(2) **Details of Support Data Required for the Proposed Agenda Item:** The Proposal of Agenda for the General Meeting of Shareholders Form A must be filled out with minimum details as follows.

- 2.1) Contact Name, address and telephone number of the shareholder(s) proposing the agenda item.
- 2.2) Number of shareholding, which is not less than the criteria stated in 1) above.
- 2.3) Objectives of the proposed item in order to inform whether the item is to be included as a meeting agenda for acknowledgement or for consideration, etc.
- 2.4) Details relating to the proposed items, including facts, reasons and main issues to be acknowledged or considered, etc.
- 2.5) Other information or details that the shareholders deem necessary and appropriate for the consideration or decision.

(3) **Minimum Information Required for Proposing the Nomination of New Board Member:** The Proposal of Individual for Director Nomination Form B must be filled out with minimum details as follows.

- 3.1) Curriculum vitae or information of the proposed person for board member appointment
 - 3.1.1) Background information such as the name, age, nationality, working experience, education, company's shareholding, etc.
 - 3.1.2) Working position in the business competing with the Company or business connected with the Company's business which is considered significant (if any) such as customer, raw material supplier, etc., in order to determine whether the person has any conflict of interest for being the board member of the Company.
- 3.2) Type of member for the appointment such as for audit committee member, independent director, chairman of the board, authorized director, etc.
- 3.3) Written Authority from the person being proposed for director appointment
- 3.4) In the case of proposing a person for appointment as an independent director, the person must possess the following qualifications.
 - 3.4.1) Holding shares not more than one percent of all shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by related persons of the particular independent director.

- 3.4.2) Not being or used to be the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary or is a controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment. Nonetheless, such prohibited characteristic does not include the case that the independent director who used to be a civil servant or an advisor to the Government, which is the major shareholder or controlling person of the Company.
- 3.4.3) Not being a person who is related by blood or by law as a parent, spouse, sibling and child including spouse of the child, of any management member, major shareholder, controlling person or the person whom has been proposed to become the management member or controlling person of the Company or subsidiary company.
- 3.4.4) Not having or used to have business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company in a way which might obstruct the use of his/her independent judgment, as well as not being or used to be the key shareholder or controlling person of the person having business relation with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.

The business relationship under the first paragraph includes business transactions which are of normal business operation, property rental, transactions related to assets or services, offer or receipt of financial assistance by receiving or providing loan, guarantee, putting up assets as debt guarantee, as well as other similar actions which result in the debt obligation between applicants or contract parties for an amount above three percent of the net tangible assets of the Company or above Baht 20 million whichever amount is lower. Accordingly, the calculation of such debt obligation should follow and adapt from the calculation procedure for the value

of connected transaction according to the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions. Nevertheless, in consideration of such debt

obligation, the total debt obligation shall be accounted for those which have occurred during a one-year period before having the business relationship with the same individual.

- 3.4.5) Not being or used to be the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company and not being a key shareholder, controlling person or partner of the audit office which employs the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.
- 3.4.6) Not being or used to be the service provider in any professions including legal advisor or financial advisor receiving the service fee exceeding Baht 2 million per year from the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company and not being a key shareholder, controlling person or partner of such professional service provider, except having been out of the above position for at least two years prior to the appointment.
- 3.4.7) Not being the director who has been appointed as the representative of the Company, major shareholder or shareholder whom is related to the major shareholder of the Company.
- 3.4.8) Not being an entrepreneur in any business similar to or material competing with the Company or its subsidiary company or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1 percent of total number of shares with voting right of the company similar to or material competing with the Company or its subsidiary company.
- 3.4.9) Having no other characteristic which may prevent from giving independent opinions concerning with the business operation of the Company.

After having been appointed as an independent director following the qualifications specified under paragraph 3.4.1) through 3.4.9), the independent director may be assigned by the board of directors to make decisions on the operation of the Company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder or controlling person of the Company, which must be based on a collective decision basis.

In the event that the person appointed by the Company as the independent director is the person whom has or used to have business relationship or is a provider of professional service with service fee exceeding the amount under the first paragraph of 3.4.4) or 3.4.6), the Company shall receive an extension of such prohibition on having or used to have business relationship or providing professional service with service fee exceeding such amount, when the Company has arranged for opinions from the Company's board of directors, indicating that its consideration has been based on the principle under Section 89/7 that the appointment of such person has no impact on the performance of duties and independence of opinions, and that there will be an arrangement for disclosure of the following information within the invitation to the shareholders' meeting in the agenda concerning the consideration of the appointment of independent director.

- (1) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.
- (2) Reason and necessity for maintaining or appointing such person as the independent director.
- (3) Opinions of the board of directors for proposing for the appointment of such person as the independent director.

For the benefit according to 3.4.5) and 3.4.6), the word "partner" means a person assigned and authorized from the audit office or professional service provider to sign the audit report or professional service report (depending on the case) on behalf of such juristic person;

- 3.5) In the case of proposing a person for appointment as an audit committee member, the person must possess the following qualifications.
 - 3.5.1) Must have qualifications as an independent director according to 3.4).
 - 3.5.2) Must not be the director whom has been assigned by the board of directors to make decision in the business operation of the Company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder or controlling person of the Company.
 - 3.5.3) Must not be a director of the parent company, subsidiary company or same-level subsidiary that is a listed company.

- 3.5.4) Having duties similar to those stipulated in the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee.
- 3.5.5) Possesses sufficient knowledge and experience to perform duties as the Audit Committee member. Nonetheless, at least one Audit Committee member must possess sufficient knowledge and experience being able to review the creditability of the financial statements.

(4) Channels for submitting proposed agenda items

- 4.1) The shareholder must propose the agenda items in writing and forwarded by mail or facsimile to the Company Secretary or;
- 4.2) Submit through the Company's website for initial notification before sending official letter to the Company Secretary for proposing to the Board of Directors' consideration to include in the shareholders' meeting agenda.

Send to: Ms. Thanakarn Phanthapirat

Company Secretary

Diamond Building Products Public Company Limited

69 – 70 Moo 1 Mitraphap rd. KM.115, Talingchan,

Muang, Saraburi 18000

E-mail: Corpcenter@dbp.co.th

Tel.: (66) 03 622 4171-8 Ext.193-194

Fax: (66) 03 622 4192

(5) Submission Period

From October 1, 2014 through December 31, 2014

(6) The Board of Directors shall not consider or include the following items into the shareholders' meeting agenda.

- 6.1) Matter that is beyond the authority of the Company or the Board of Directors.
- 6.2) Matter that concerns with ordinary course of business of the Company and the facts as referred by the shareholder do not demonstrate any cause for suspicion concerning abnormality of such matter.
- 6.3) Matter that have already been proposed to the shareholders' meeting by the shareholders during the past 12 months and was voted in favor by less than 10 percent of the total number of voting rights, of the company and the facts have not changed significantly from the previous proposal.

- 6.4) Matter proposed by the shareholder without adequate data and information or noncompliance with the above criteria set by the Company.
- 6.5) Other matters that the Board of Directors deem unnecessary for inclusion in the meeting agenda (of which the Board of Directors must have appropriate explanation and reasons for the shareholders.)

(B) The process by the Board of Directors after Receiving Proposal from the Shareholders

(1) Board Meetings to Consider the Matters Proposed by the Shareholders

1.1) The Nomination and Remuneration Committee's Meeting

The proposal from the shareholders for the new board member appointment will be proposed to the Nomination and Remuneration Committee during the next meeting after the closing of submission period of which this meeting will be arranged within January 2015, to consider for a suitable person for the Company's directorship position in the event of vacancy of the position. Accordingly, the consideration shall be based on the nomination criteria as stated in (A) (3). If the suitable person is found, the matter will be proposed to the Board of Directors' Meeting.

1.2) The Board of Directors' Meeting to Consider the Matter Proposed by the Shareholders

1.2.1) Consideration of the new board member whom has been considered and proposed by the Nomination and Remuneration Committee as suitable for the Company's directorship position

1.2.2) Consideration of the meeting agenda for the matter proposed by the shareholders according to (A) (2) above. The Board shall consider the matter according to the criteria established by the Company.

1.2.3) The Board of Directors' Meeting to consider the matter proposed by the shareholders will be scheduled at the next meeting after the closing of submission period, of which is held within February 2015 for the 30th Annual General Meeting of Shareholders (Year 2015).

(2) Inclusion of the Matter Proposed for New Board Member Appointment by the Shareholders and Proposal for Additional Meeting Agenda

2.1) Proposal of the new board member appointment, which the Board has considered appropriate and should be included in the meeting agenda for the Shareholders' Meeting, shall be informed in the Invitation to the Shareholders' Meeting, and the opinion of the Board for such meeting agenda shall mention that the new board member has been proposed by the shareholders.

- 2.2) Proposal of the meeting agenda, which the Board has considered appropriate and should be included in the meeting agenda for the Shareholders' Meeting, shall be informed in the Invitation to the Shareholders' Meeting, and the opinion of the Board for such meeting agenda shall mention that the matter has been proposed by the shareholders.
- 2.3) The matters according to 2.1) and 2.2) above which the Board has considered not appropriate for inclusion in the meeting agenda for the Shareholders' Meeting, shall be informed to the shareholders with reasons on the Company's website, including disclosure of above information through the channels of the Stock Exchange of Thailand and the Shareholders' Meeting shall be informed again during the Shareholders' Meeting.
- 2.4) In the event that the shareholders' meeting has resolved with majority of votes of the total number of shareholders attending the meeting with voting rights to approve for inclusion of the matter proposed by the shareholders above in 2.2) as the meeting agenda of the shareholders' meeting, the Company's Board of Directors shall include such matter as the meeting agenda for the next shareholders' meeting.
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Form A

Proposal of Agenda for the General Meeting of Shareholders

The 30th Annual General Meeting of the Shareholders (Year 2015)

I am (Mr./ Mrs./ Miss)being the shareholder of Diamond Building Products Public Company Limited, holding.....common shares, residing atRoad.....Tambon/ Kwaeng..... Amphur/ Khet.....Province.....Telephone Number..... Facsimile Number.....E-mail address (if any).....

I wish to propose agenda for the 30th Annual General Meeting of Shareholders (Year 2015) of Diamond Building Products Public Company Limited (Year 2015) as follows.

Proposed Matter :

Objective : [] For acknowledgement [] For approval [] For consideration

Having the following reasons and details:

.....
.....

And have the documents supporting the above proposalpages in total

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

..... Shareholder's signature

(.....)

Date.....

Remarks : A shareholder must enclose the following evidences:

[1] Proof of share ownership, such as, a copy of statement from a securities company or from Thailand Securities Depository Co., Ltd. or from the Stock Exchange or from custodian, or a certified copy of his/her share certificate; and

[2] Proof of Identity, such as, copy or copies of following:

Individual shareholder: a certified true copy of ID card, or passport (in case of a foreigner), Government officer card, State enterprise employee card or Driver's license.

Juristic entity shareholder: a certified true copy of Company search certificate and Certified ID card or passport (in case of a foreigner) of the authorized director(s). In case of the Juristic entity shareholder registered outside Thailand, notary public certification is required.

In case of proposing more than one agenda, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.



Form B

Proposal of Individual for Director Nomination

The 30th Annual General Meeting of the Shareholders (Year 2015)

I am (Mr./ Mrs./ Miss)being the shareholder of Diamond Building Products Public Company Limited, holding.....common shares, residing atRoad.....Tambon/ Kwaeng..... Amphur/ Khet.....Province.....Telephone Number..... Facsimile Number.....E-mail address (if any).....

I would like to nominate

Name (Mr./ Mrs./ Miss).....Ageyears old, Nationality.....

For [] Director [] Audit Director [] Independent Director of Diamond Building Products Public Company Limited

Having the following reasons and details:

.....

Enclosed, please see details of the nominated person's personal profile, working experience, education, holding of shares in the Company, position in other business, telephone number. The nominated person has certified correctness of such details, and agreed that the Company shall use his/her information for director election, and also agreed not to disclose this nomination to any person.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

..... Shareholder's signature (.....) Date.....

I (Mr./Mrs./Miss)....., hereby consent to be nominated as the director as proposed above and certify that the information and qualification as illustrated in this form and the supporting documents are accurate.

.....Nominated person (.....) Date.....

Remarks : A shareholder must enclose the following evidences:

- [1] Proof of share ownership, such as, a copy of statement from a securities company or from Thailand Securities Depository Co., Ltd. or from the Stock Exchange or from custodian, or a certified copy of his/her share certificate; and
- [2] Proof of Identity, such as, copy or copies of following:
 - Individual shareholder: a certified true copy of ID card, or passport (in case of a foreigner), Government officer card, State enterprise employee card or Driver's license.
 - Juristic entity shareholder: a certified true copy of Company search certificate and Certified ID card or passport (in case of a foreigner) of the authorized director(s). In case of the Juristic entity shareholder registered outside Thailand, notary public certification is required.
- [3] The document for consideration of the qualifications of the director nominee i.e. the resume of director nominee including personal background, education, work experiences, skill/ professional areas, list of companies he/she has participated in the management or in the board, number of share held in the Company, conflict of interest with the Company and its subsidiaries/ affiliates of the Company or juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board for consideration including a consent letter of the director nominee if he or she has been selected.