

Ref. DBP. 139 / 2019

September 30, 2019

Subject : Invitation for the shareholders to propose meeting agenda and nominate candidates for director positions in advance for the Annual General Meeting of Shareholders Year 2020

To : President
The Stock Exchange of Thailand

Diamond Building Products Public Co., Ltd. ("Company") wishes to inform that in order to comply with the principles of good corporate governance regarding equitable treatment of shareholders, the Company would like to invite the shareholders to propose meeting agenda and nominate qualified candidates for director positions in advance for the Annual General Meeting of Shareholders Year 2020, having rule and procedure as disclosed on the Company's website (www.dbp.co.th) starting from October 1, 2019 until December 31, 2019.

Please be informed accordingly.

Yours faithfully,

For and on behalf of Diamond Building Products Public Company Limited

(Mr. Satid Sudbuntad)

Chief Executive Officer

**Rule for the Shareholders to Propose Meeting Agenda in Advance
for the Annual General Meeting of Shareholders
of Diamond Building Products Public Company Limited**

Objective

Diamond Building Products Public Co., Ltd. (“Company”) has established policy to ensure equitable treatment for every shareholder, particularly the minority shareholders. Therefore, in order to conform with the principles of good corporate governance, the Company provides opportunity for the shareholders to propose any matter which is considered beneficial to the Company in advance to be considered for inclusion into the meeting agenda for the Annual General Meeting of Shareholders Year 2020, which is considered as granting shareholder’s right in addition to shareholder’s right as specified in the Company’s regulation and relevant law, by following the rule as established by the Company as follows.

Rule for Granting the Right to Shareholders

1. The Qualifications of the Shareholders

- 1.1 Being the shareholder of the Company, which can be either one shareholder or combined number of shareholders.
- 1.2 A shareholder or combined number of shareholders with shareholding of not less than 1 percent of the total shares with voting right of the Company has to right to propose the agenda items (the Company’s current registered capital which are all ordinary shares with voting right of 947.96 million shares; therefore, the minimum shareholding of 1 percent of the total shares with voting right of the Company is equivalent to 9.48 million shares).
- 1.3 The shareholder(s) must have their names in the shareholders’ registration as at the record date by the Board of Directors to determine the right to attend the shareholders’ meeting in that year.

2. Proposal of Meeting Agenda for the Annual General Meeting of Shareholders

- 2.1 The qualified shareholder according to Rule No.1 can propose matters to be included in the meeting agenda for the Annual General Meeting of Shareholders by filling in the “Form A”, enclosing all and complete related supporting documents, and submitting them to the Company within the time period and through the channels specified in Rule No. 5.
- 2.2 In case of combined shareholders proposing the meeting agenda for the Annual General Meeting of Shareholders, every shareholder must fill in the “Form A” and sign their names as evidence before gathering those forms into one set for submission.
- 2.3 The Board of Directors shall not consider or include the following matters into the meeting agenda for the Annual General Meeting of Shareholders.

- 1) Matter that violates the laws, notifications, rules and regulations of government agencies or governing agencies of the Company and/or not in accordance with the objectives, regulations, meeting's resolutions, and corporate governance of the Company.
- 2) Matter that is beyond the authority of the Company or the Board of Directors to take action.
- 3) Matter that concerns normal business operation of the Company and the shareholder's claim does not indicate any reasonable suspicion of irregularity.
- 4) Matter that the shareholders had proposed in the shareholders' meeting during the past 12 months and such matter was voted in favor by less than 10 percent of total shares with voting right of the Company and the facts of the said matter have not been changed significantly from previous proposal.
- 5) Matter proposed by the shareholder who is not fully qualified or whose information or supporting documents enclosed are incorrect or incomplete, or the proposal is submitted after the deadline.
- 6) Matter proposed that is beneficial only to a specific person or group.
- 7) Matter proposed is within the power and authority of the Board of Directors of the Company, but it causes significant damage to the shareholders in general.
- 8) Other matters deemed by the Board of Directors that are not necessary to be placed as meeting agenda for the Annual General Meeting of Shareholders (by which the Board of Directors shall clarify and explain the reason to the shareholders).

3. Consideration and Procedure after Receiving Proposal from the Shareholders

- 3.1 The Company Secretary shall present the matter as proposed by the shareholder(s) according to Rule No. 2 above to the Board of Directors for its consideration at the next Board of Directors' Meeting after the closing of submission period, by which the Board of Directors' Meeting is scheduled within February 2020.
- 3.2 Inclusion of the proposed matter by the Shareholder as additional meeting agenda shall be considered and conducted as follows:
 - 1) The matter, which the Board of Directors has considered appropriate and should be included in the meeting agenda for the Annual General Meeting of Shareholders, shall be put in the invitation to the Annual General Meeting of Shareholders Year 2020, and opinion of the Board of Directors shall mention that such agenda has been proposed by the shareholders. The decision or resolution by the Company's Board of Directors is deemed as final.
 - 2) The matter, which the Board of Directors has considered not to include in the meeting agenda for the Annual General Meeting of Shareholders, shall be informed to the shareholders with

reasons on the Company's website and the shareholders shall be informed again during the Annual General Meeting of Shareholders Year 2020.

- 3) In the event that the Annual General 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 No. 2) as the meeting agenda for the Annual General Meeting of Shareholders, the Company's Board of Directors shall include such matter as the meeting agenda for the subsequent meeting agenda for the Annual General Meeting of Shareholders.

4. Evidential Documents for Consideration

4.1 The evidence of shareholding, i.e. certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

4.2 The evidence of every shareholder in case of combined shareholding:

- 1) For natural person : A certified true copy of valid identification card or passport (in case of non-resident) on every page.
- 2) For juristic person : A certified true copies of the company registration documents and valid identification card or passport (in case of non-resident) of the authorized signatories on every page.

4.3 "Form A" must be filled out and signed as evidence by the shareholder. In case of combined shareholders jointly proposing the meeting agenda for the Annual General Meeting of Shareholders, every shareholder must fill out the details and sign as evidence and gather the forms into one set by separating each form for each proposed meeting agenda. In addition, the combined shareholders must assign one of the shareholders in the group as a representative of every shareholder jointly signing their names to be a contact person with the Company and the communication between the Company and the assigned representative is deemed as communication with every shareholder signing the forms.

4.4 Certified true copies of supporting documents deemed beneficial for the consideration of the Board of Directors (if any) on every page.

5. Time Period and Channels for Submission of Proposal for the Meeting Agenda for the Annual General Meeting of Shareholders

The Company provides shareholders an opportunity to propose such matters to be placed on the meeting agenda in advance every year from now until December 31, 2019 through these channels:

5.1 Sending the original proposal and supporting documents, which have been signed as evidence, by post to the following address:

Thanakarn Phanthapirat

Company Secretary

Diamond Building Products Public Company Limited

69 – 70 Moo 1 Mitraphap Road. KM.115, TambonTalingchan, Amphur Muang, Saraburi 18000

5.2 The shareholder may initially and unofficially inform of the matters to be proposed via:

Fax : 0 3622 4192 or E-mail : Corpcenter@dbp.co.th

For further information, please contact the Company Secretary or by telephone at 0 3622 4171-8

Ext. 193-194

Form A

Form for Providing Right to the Shareholder to Propose Meeting Agenda

for the Annual General Meeting of Shareholders Year 2020

(The Annual General Meeting of Shareholders is held around the month of April of every year)

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.....Postal Code.....
 Telephone Number.....Facsimile Number.....E-mail address (if any).....

I wish to propose a meeting agenda for the Annual General Meeting of Shareholders Year 2020 of Diamond Building Products Public Company Limited as follows.

Proposed Matter :

Objective : [] For acknowledgement [] For Consideration [] For Approval

Having the following reasons and details:

.....

Having supporting documents for the above proposal of.....pages in total as attached herewith.

In case of combined shareholders proposing the meeting agenda for the Annual General Meeting of Shareholders

I hereby assign (Mr./Mrs./Miss), being a shareholder of
 Diamond Building Products Public Company Limited, residing at.....Road.....
 Tambon/ Kwaeng.....Amphur/ Khet.....Province.....
 Postal CodeTelephone Number.....Facsimile Number.....
 E-mail address (if any).....,
 as my attorney-in-fact to contact with the Company on behalf of myself.

I certify that all the information written in this form and other supporting documents are true and correct and give consent to the Company to disclose such information or such evidential documents. I hereby affix my signature as evidence below.

..... Shareholder's signature

(.....)

Date.....

**Rule for the Shareholders to Nominate Candidates for Director Positions in advance
for the Annual General Meeting of Shareholders
of Diamond Building Products Public Company Limited**

Objective

Diamond Building Products Public Company Limited (“Company”) has established policy to ensure equitable treatment for every shareholder, particularly the minority shareholders. Therefore, in order to conform with the principles of good corporate governance, the Company provides opportunity for the shareholders to nominate candidates for director positions of the Company in advance to be considered for the Annual General Meeting of Shareholders Year 2020, which is considered as granting shareholder’s right in addition to shareholder’s right as specified in the Company’s regulation and relevant law, by following the rule as established by the Company as follows.

Rule for Granting the Right to Shareholders

1. The Qualifications of the Shareholders

- 1.1 Being the shareholder of the Company, which can be either one shareholder or combined number of shareholders.
- 1.2 A shareholder or combined number of shareholders with shareholding of not less than 1 percent of the total shares with voting right of the Company has to right to propose the agenda items (the Company’s current registered capital which are all ordinary shares with voting right of 947.96 million shares; therefore, the minimum shareholding of 1 percent of the total shares with voting right of the Company is equivalent to 9.48 million shares).
- 1.3 The shareholder(s) must have their names in the shareholders’ registration as at the record date by the Board of Directors to determine the right to attend the shareholders’ meeting in that year.

2. Nomination of Candidate for Director Position of the Company

- 2.1 The qualified shareholder according to Rule No. 1 can nominate a candidate whom is suitably qualified to be considered for appointment as a director of the Company by filling in the “Form B”, enclosing all and complete related supporting documents, and submitting them to the Company within the time period and through the channels specified in Rule No. 5.
- 2.2 In case combined shareholders nominating a candidate for the Company’s director position, every shareholder must fill in the “Form B” and sign their names as evidence. One form for each nominee must be completed before gathering those forms into one set for submission.
- 2.3 The nominee for the Company’s director position must possess the following qualifications:
 - 1) Being fully qualified and having no legal prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, notifications of the Capital Market

Supervisory Board, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, regulations of the Company, the good corporate governance principles of the Company, and other related regulations, as well as showing no lack of suitability to be given credibility in the management of the Company.

- 2) Having the knowledge, capability, expertise, and diverse experience in the areas that benefit most and suit the Company's business in the way that will add value to the Company and the shareholders.
- 3) Possessing the character and image, including virtue, morality, autonomy, assertiveness, creativity, a strong sense of duty with care and loyalty, devotion, dedication, and acceptability, which support and promote the good corporate governance, creating value to the Company.

3. Consideration and Procedure after Receiving Proposal from the Shareholder

3.1 The Company Secretary shall present the names proposed by the shareholders according to Rule No. 2 above to the Nomination and Remuneration Committee for its consideration before proposing its opinion to the Company's Board of Directors for its consideration at the next Board of Directors' Meeting after the closing of submission period, by which the Board of Directors' Meeting is scheduled within February 2020.

3.2 Inclusion of the name of person nominated by the shareholder for Company's director position shall be considered and conducted as follows:

- 1) The person who is considered by the Board of Directors to be appropriate and should be put in the Company's director appointment agenda, shall be notified in the invitation to the Annual General Meeting of Shareholders Year 2020, and opinion of the Board of Directors shall mention that such agenda has been proposed by the shareholders. The decision or resolution by the Company's Board of Directors is deemed as final.
- 2) The Board of Directors shall not put the name of the person whom does not receive approval in the Company's director appointment agenda and the shareholders shall be informed of the reasons on the Company's website and the shareholders shall be informed again during the Annual General Meeting of Shareholders Year 2020.

4. Evidential Documents for Consideration

4.1 The evidence of shareholding, i.e. certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

4.2 The evidence of every shareholder in case of combined shareholding:

- 1) For natural person : A certified true copy of valid identification card or passport (in case of non-resident) on every page.
- 2) For juristic person : A certified true copies of the company registration documents and valid identification card or passport (in case of non-resident) of the authorized signatories on every page.

4.3 “Form B” must be filled out and signed as evidence by the shareholder. In case of combined shareholders jointly nominating a candidate for the Company’s director position, every shareholder must fill out the details and sign as evidence and gather the forms into one set by separating each form for each director nominee. In addition, the combined shareholders must assign one of the shareholders in the group as a representative of every shareholder jointly signing their names to be a contact person with the Company and the communication between the Company and the assigned representative is deemed as communication with every shareholder signing the forms.

4.4 “Form C” must be signed by the candidate being nominated for the Company’s director position, including certified true copies of relevant supplementary documents such as evidence of educational qualifications, working and training experiences, and evidence of shareholding in the Company, etc.

4.5 Certified true copies of other supporting documents beneficial for the consideration of the Board of Directors of the Company (if any) on every page.

5. Time Period and Channels for Nomination of Candidate for Director Position

The Company provides shareholders an opportunity to nominate a qualified and suitable candidate to be appointed as Company’s director in the Annual General Meeting of Shareholders in advance every year from now until December 31, 2019 through these channels:

5.1 Sending the original proposal and supporting documents, which have been signed as evidence, by post to the following address:

Thanakarn Phanthapirat

Company Secretary

Diamond Building Products Public Company Limited

69 – 70 Moo 1 Mitraphap Road. KM.115, TambonTalingchan, Amphur Muang, Saraburi 18000

5.2 The shareholder may initially and unofficially inform of the matters to be proposed via:

Fax : 0 3622 4192 or E-mail : Corpcenter@dbp.co.th

For further information, please contact the Company Secretary or by telephone at 0 3622 4171-8
Ext. 193-194

Form B

Form for Providing Right to the Shareholder to Nominate Candidate for Director Position of Diamond Building Products Public Company Limited for the Annual General Meeting of Shareholders Year 2020

(The Annual General Meeting of Shareholders is held around the month of April of every year)

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.....Postal Code..... Telephone Number.....Facsimile Number.....E-mail address (if any).....

I would like to nominate Name (Mr./ Mrs./ Miss)..... Age.....years old, Nationality....., for an appointment as
 Director Audit Committee Member Independent Director of Diamond Building Products Public Company Limited

Having the following reasons and details:

Enclosed are evidential documents and details of the nominated person's personal profile, work experience, education, shareholding in the Company, positions in other businesses, address, telephone number and other relevant information of such person. The nominated person has certified correctness of such details in every page and give consent to the Company to use his/her information for consideration on the directorship appointment, and also affirm not to disclose such directorship nomination of the Company to any person.

In case of combined shareholders nominating candidate for director position

I hereby assign (Mr./Mrs./Miss), being a shareholder of Diamond Building Products Public Company Limited, residing at.....Road..... Tambon/ Kwaeng..... Amphur/ Khet.....Province..... Postal CodeTelephone Number.....Facsimile Number..... E-mail address (if any)....., as my attorney-in-fact to contact with the Company on behalf of myself.

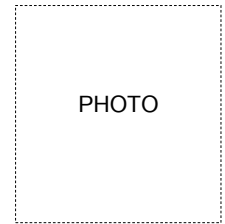
I certify that all the information written in this form and other supporting documents are true and correct and give consent to the Company to disclose such information or such evidential documents. I hereby affix my signature as evidence below.

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

Date.....

Form C

Curriculum Vitae and Consent of the Nominee for Director Position of Diamond Building Products Public Company Limited



Date.....

I am (Mr./ Mrs./ Miss)..... hereby wish to provide detailed information for consideration by the Company and shareholders as follows:

Part 1: General Information

Name/Surname (Thai)

(English)

Identification Card NumberDate of birth (DD/MM/YYYY).....

Age years old Gender..... Nationality.....Residing at

RoadTambon/ Kwaeng.....Amphur/Khet

Province.....Postal Code.....Telephone Number

Facsimile NumberEmail address (if any)

Current Occupation : Company.....

Located at

Telephone Number (Office).....(Mobile Phone).....

Facsimile Number.....Email address (if any).....

Secretary.....Telephone Number

Shareholding Status

Shareholding in Diamond Building Products Public Co., Ltd. as at (Date)

Number of SharesShares

Shareholding in the affiliated companies of Diamond Building Products Public Co., Ltd.

1) CompanyNumber of SharesShares

2) CompanyNumber of SharesShares

3) CompanyNumber of SharesShares

Marital Status (Please check)

[] Single [] Married with Marriage License [] Married without Marriage License

Spouse's NameAge.....years, holding Company's shares of.....Shares,
having number of childrenpersons as follows:

- 1) Ageyears, holding Company's shares ofShares
- 2) Ageyears, holding Company's shares ofShares
- 3) Ageyears, holding Company's shares ofShares

Education Background (Please enclose a copy of academic qualifications/certificates)

Institution Name	Degree/ Major	Year of Graduation
.....
.....
.....
.....

Director Training Program

Course Name	Institution offering the Course	Year Attended
.....
.....
.....

Part 2: Work Experience

1) Work experience and/or director positions and/or executive in public limited companies, limited companies, publicly listed companies in the Stock Exchange and other institutions (during the past 5 years until present) are listed as follows:

Institution	Type of Business	Position	Period
.....
.....
.....
.....
.....
.....
.....
.....

2) Having direct or indirect interest with Diamond Building Products Public Company Limited, subsidiaries, affiliates or joint/associated companies such as shareholding, being a partnership or a director of a company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company. (Please describe in details).

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.....

Part 3: Consent

I, (Mr./ Mrs./ Miss), acknowledge the nomination and give consent to be a nominee for the post of Director / Audit Committee Member/ Independent Director of Diamond Building Products Public Company Limited, and certify that I am suitably and fully qualified and do not violate any legal prohibitions to be a director as specified in the Public Limited Companies Act, the Securities and Exchange Act, other relevant laws, as well as the regulation of the Company and good corporate governance principles of the Company, having detailed information as appear in the curriculum vitae and supporting documents submitted herewith, which I certify to be all correct, complete and true and hereby affix my signature as evidence below.

..... Director Nominee’s signature
 (.....)
 Date.....