

AGENDA 5

APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

Background

According to Article No.21 of the Company's Articles of Association, corresponding to Paragraph 2, Section 71 of the Public Limited Company Act. 1992, stating that "at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall be retired by rotation and if the number of directors are not divisible by one-third, the number of directors to be retired shall be nearest to one-third (1/3).

The directors to be retired in the first year and second year after the company's listing shall be done by drawing lots. For subsequent years, the directors in position for the longest time shall be retired first."

The Annual General Meeting of Shareholders Year 2012 is considered the eighth meeting since the Company's listing as a public limited company and the following four directors who shall be retired by rotation are: (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo.

Nomination Criteria and Procedure

As for the nomination criteria and procedure, the selection of persons for the directorship positions to replace the Directors retired by rotation, have been carefully considered by the Nomination and Remuneration Committee (NRC) during the Meeting No. 1/2012 held on February 15, 2012. The Committee has carefully considered the qualifications in several aspects and approved to propose the following four individuals for the directorship positions to replace the Directors retired by rotation; namely (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo for the following reasons:

(1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.

(2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).

(3) All of the four individuals have been proposed for the re-appointment for another term of directorship, have regularly performed their duties and attended every Board of Directors' Meeting during the past year for a total of 11 meetings.

(4) Performances of the Directors being proposed for re-appointment for another term of office are as follows:

(4.1) Mr. Chaiyut Srivikorn is currently the Director and Chairman of the Nomination and Remuneration Committee (NRC). Continuously in the past, he has performed his duties well, having closely followed and made inquiries on several concerning issues, particularly in the effectiveness of manpower management, supervised on remunerations and benefits for employees, executives and directors appropriately, as well as offered good advice on problem solving and improvements in many areas during the past year.

(4.2) Mr. Asanee Chantong is currently the Director and Managing Director. Continuously in the past, he has performed his duties well, having supervised and managed the business of the Company in accordance with the objectives, business plans, budgets and KPIs (Key Performance Indicator) and the assessment on Company's success has been in accordance with what the Board of Directors has approved, including proposal of the long term plan and new projects expanding the business for sustainable growth and development including the NT-9 Project, NT-10 Project and the Autoclaved Aerated Concrete (AAC) Project, etc.

(4.3) Mr. Satid Sudbuntad is currently the Director and Deputy Managing Director of Sales and Marketing including the appointment as the Chairman of the Risk Management Committee and also overseeing the Company's Investor Relations. Continuously in the past, he has performed his duties well, including supervision and management of sales and marketing, establishment of business plan and strategies in line with the policies as assigned, management and assessment of various risk factors, providing risk mitigation and control guidelines, providing correct information for the purpose of investor relations in accordance with the regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board, as well as offering comments and recommendations in various aspects beneficial to the Company.

(4.4) Mr. Anun Louharanoo is currently the Independent Director and Nomination and Remuneration Committee. Continuously in the past, he has performed his duties well, been interested in every matter, especially concerning rules and regulations of the Stock Exchange of Thailand and Capital Market Supervisory Board, including relevant laws such as the tax law, labor law as well as offering comments and recommendations in various aspects beneficial to the Company.

Accordingly, the Company provided the opportunity for shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance criteria through the Company's website (www.dbp.co.th) from November 11, 2011 to January 11, 2012. However, there was no proposal made by the shareholder for the meeting agenda item and the appointment of new director.

Board of Directors' Opinion

At the Board of Directors' Meeting No. 237 (2/2012) held on February 27, 2012, the matter was considered and resolved to propose to the Shareholders' Meeting to consider and approve of the re-appointments of the four Directors retired by rotation for another term of directorship as follows.

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|----------------------------|---|
| (1) Mr. Chaiyut Srivikorn: | Proposed for re-appointment as the Director |
| (2) Mr. Asanee Chantong: | Proposed for re-appointment as the Director |
| (3) Mr. Satid Sudbuntad: | Proposed for re-appointment as the Director |
| (4) Mr. Anun Louharano: | Proposed for re-appointment as the Independent Director |

Information Pertaining to the Directors

Information pertaining to the four individuals proposed for the directorship positions, including the description of the Independent Director and qualifications of the individuals to take the position of Independent Director, including performance record as Director for the past period, are included and forwarded in the document as attached with this meeting invitation.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting by voting according to following procedures:

- (1) The shareholder shall have each share being counted as one vote.
- (2) Each shareholder must use all the votes according (1) appointing one person or several persons for the directorship but cannot divide the votes into different number of votes to a particular person.
- (3) The persons receiving the highest number of votes in descending order shall be appointed as the directors for the total number of director positions available at the time. In the case of a tie (same number of votes) for successive positions available, the Chairman of the meeting shall have the casting vote.

CURRICULUM VITAE OF MR. CHAIYUT SRIVIKORN

Position in the Company: Director
Nationality: Thai
Age: 45 years

Education:

- Bachelor of Economics, New York University, USA
- Master of Public Administration, NIDA
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 33/2005)
 - (2) Role of the Compensation Committee (RCC 7/2008)



Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed companies as follows:
 - 2003-present Director and Nomination and Remuneration Committee Chairman, Diamond Building Products Plc. (Formerly named Diamond Roofing Tiles Plc.)
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 7 companies as follows:
 - 2004-present Chairman, K M C Apparel Company Limited
 - 2002-present Director, Myriad Materials Co.,Ltd.
 - 1999-present Executive Director, TCH Suminoe Co.,Ltd.
 - 1999-present Chairman, Thai Outdoor Sport Co.,Ltd.
 - 1998-present President, Srivikorn Group Holdings Co.,Ltd.
 - 1996-present Chairman, Thai Tech Garment Manufacturing Co.,Ltd.
 - 1991-present Executive Director, President Hotel and Tower Co.,Ltd.
- (3) Work Experience during the Past 5 Years:
 - 1994-1999 Chairman, Central Playland Co.,Ltd.
 - 1994-1999 Chairman, Bangna Cental Property Co.,Ltd.
 - 1994-1998 Chairman, Giordano (Thai) Co.,Ltd.

Position in business which may create conflict of interest with the Company: -None-

Shareholding in the Company as of December 31, 2011 : 2,160,100 shares or 0.21%

Period of Directorship with the Company: 9 years

Meeting Attendance Record:
- Board of Directors' Meeting in 2011: Attended all 11 meetings
- Nomination and Remuneration Committee's Meeting in 2011: Attended all 4 meetings

CURRICULUM VITAE OF MR. ASANEE CHANTONG

Position in the Company: Director
Nationality: Thai
Age: 59 years

Education:

- Bachelor of Science (Chemistry), Chiangmai University
- Master of Engineering (Chemical Engineering) and Ph.D., University of Utah
- Master of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 63/2007)
 - (2) Financial Statements for Directors (FSD) FSD6/2009



Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed companies as follows:
 - 2007-present Director and Management Committee Chairman and Managing Director, Diamond Building Products Plc. (Formerly named Diamond Roofing Tiles Plc.)
- (2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above): -None-
- (3) Work Experience during the Past 5 Years:
 - 2004-2006 Managing Director, S.K.I. Ceramics Co.,Ltd..
 - 2000-2004 Joint Managing Director, Kohler (Thailand) Plc.
 - 1986-1999 Assistant Managing Director, Royal Porcelain Plc.

Position in business which may create conflict of interest with the Company: -None-

Shareholding in the Company as of December 31, 2011: 1,070,000 shares or 0.10%

Period of Directorship with the Company: 5 years

Meeting Attendance Record:

- Board of Directors' Meeting in 2011: Attended all 11 meetings
- Nomination and Remuneration Committee's Meeting in 2011: Attended all 4 meetings.
- Management Committees' Meeting in 2011: Attended all 35 meetings.

CURRICULUM VITAE OF MR. SATID SUSBUNTAD

Position in the Company: Director
Nationality: Thai
Age: 51 years

Education:

- Bachelor of Engineering, King Mongkut's Institute of technology North Bangkok
- Master of Engineering Administration (Major in Marketing Technology)
The George Washington University, Washington D.C., U.S.A.
- Managing Change and Change of Management in Asia Insead Euro-Asia Center,
Hong Kong (2/2000)
- Orchestrating Winning Performance International Institute for Management Development,
Lausanne, Switzerland (6/2000)
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Certification Program (DCP 12/2001)
 - (2) Finance for Non-Finance Director (FN) 2003
 - (3) Audit Committee Program (ACP 8/2005)



Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2000-present Director and Management Committee Member and Deputy Managing Director Sales & Marketing, Diamond Building Products Plc.
(Formerly named Diamond Roofing Tiles Plc.)
- (2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above): -None-
- (3) Work Experience during the Past 5 Years:
 - 2000-2006 Executive Director, Diamond Building Products Plc.
(Formerly named Diamond Roofing Tiles Plc.)
 - 1999-2005 Director, Karat faucet Co., Ltd.
(Formerly named as Siam City Brassware Co., Ltd.)

Position in business which may create conflict of interest with the Company: -None-

Shareholding in the Company as of December 31, 2011: 4,440,000 shares or 0.43%

Period of Directorship with the Company: 12 years

Meeting Attendance Record:
- Board of Directors' Meeting in 2011: Attended all 11 meetings
- Management Committees' Meeting in 2011: Attended 34 out of 35 meetings

CURRICULUM VITAE OF MR. ANUN LOUHARANOO

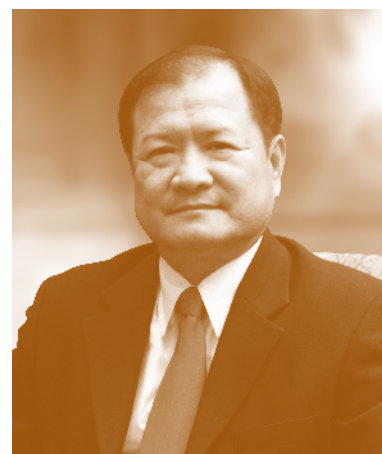
Position in the Company: Independent Director

Nationality: Thai

Age: 58 years

Education:

- Bachelor of Accounting, Thammasat University
- Bachelor of Laws, Thammasat University
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 1/2003)
 - (2) Director Certification Program (DCP 29/2003)
 - (3) Audit Committee Program (ACP 2/2004)
 - (4) DCP Refresher Course (RE.DCP 2/2006)
 - (5) Improving the Quality of Financial Reporting (QFR 2/2006)
 - (6) Monitoring the System of Internal Control and Risk Management (MIR 1/2007)
 - (7) Monitoring the Internal Audit (MIA 1/2007)
 - (8) Corporate Governance Workshop Board Performance Evaluation 2007
 - (9) Role of the Compensation Committee (RCC 7/2008)



Work Experience:

- (1) Currently holding Directorship and Executive positions in 2 listed companies as follows:
 - 2005-present Independent Director Audit Committee Member and Nomination and Remuneration Committee Member, Diamond Building Products Plc. (Formerly named Diamond Roofing Tiles Plc.)
 - 1985-present Director Executive, Director and Chief Financial Officer, Lanna Resources Plc.
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 6 companies as follows:
 - 2008-present Director, PT. Singlurus pratama
 - 2006-present Commissioner, PT.Lanna Mining Services
 - 2004-present Commissioner, PT.Citra Harita Mineral
 - 2003-present Director, Thai Agro Energy Plc. (Formerly named Thai Agro Energy Co., Ltd.)
 - 1998-present Director, PT.Lanna Harita Indonesia
 - 1997-present Director, Lanna (Singapore) Pte.Ltd.
- (3) Work Experience during the Past 5 Years:
 - 2004-2011 Independent Director, Royal Porcelain Plc.
 - 2004-2009 Audit Committee Member, Royal Porcelain Plc.

Position in business which may create conflict of interest with the Company: -None-

Shareholding in the Company as of December 31, 2011: 1,410,000 shares or 0.14%

Period of Directorship with the Company: 7 years

Meeting Attendance Record:

- Board of Directors' Meeting in 2011: Attended all 11 meetings.
- Audit Committees' Meeting in 2011: Attended all 8 meetings.
- Nomination and Remuneration Committee's Meeting in 2011: Attended 3 of 4 meetings

Other Information:

Having / not having interest with the Company, holding company, subsidiary company, associated company or corporate which may have conflict of interests presently or during the past two years, are described as follows:

- (1) Not being the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary.
- (2) Not being the provider of professional services (such as Certified Public Accountant or Lawyer)
- (3) Having no business relationship (such as purchasing, selling of raw materials or products, or financial creditor or borrower)

QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

(A) 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.

(B) 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.

(C) 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.

(D) 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.

(E) 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.

(F) 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.

(G) 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.

(H) 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.

(I) 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 (A) through (I), 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 (D) or (F), 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.

The Company has established the qualifications of the Independent Director according to the laws concerning Securities and Exchange, regulations and good principles of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand and laws related to the Company's business.

AGENDA 6 CONSIDERATION FOR THE REMUNERATION OF DIRECTORS

Background

According to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, states that "it is prohibited for the company to offer payments or assets to the director except for remuneration compensation as stated by the company's articles of association", and in the second paragraph, states that "In the case that the Company's articles of association do not address this issue, the remuneration compensation will be in accordance with the resolution of the shareholders' meeting comprising of votes of no less than 2/3 of all eligible votes attending the meeting".

The Company's Articles of Association, Section 35, states that "directors are entitled to receive remuneration from the company in the form of salary or wages, rewards, meeting allowances, bonuses or other types of benefits in accordance with the articles or by approval from the shareholders' meeting, which may specify the exact amounts or criteria occasionally or permanently until further changes are made and in addition, the directors may receive allowance and benefit according to the company's regulations".

Composition of Remuneration

(1) The Board of Directors receives the following remuneration.

(1.1) Fixed monthly remuneration for the 12 directors, with the Chairman receiving Baht 70,000 per month and the other 11 Directors receiving Baht 40,000 per month each. The above remuneration rates have been used since April 2010 after the approval by the 25th Annual General Meeting of Shareholders (Year 2010).

(1.2) Annual Bonus Directors, which must be approved by the shareholders' meeting each year, considered based on the Company's operating results for each year. For year 2011, the 26th Annual General Meeting of Shareholders (Year 2011) resolved to approved the annual