

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2013)
OF THE
DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The minutes of the 28th Annual General Meeting of Shareholders (Year 2013) of Diamond Building Products Public Co., Ltd., which was held on Wednesday, April 24, 2013 at 10:00 hrs. at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, can be summarized as follows.

Mr. Prakrit Pradipasen, presided as the Chairman of the shareholders' meeting by which he stated that this shareholders' meeting had 186 shareholders attending in person holding 61,811,056 shares and 177 shareholders granting proxies to attend the Meeting holding 754,350,368 shares, for a total of 363 persons with aggregate number of shares of 816,161,424 shares or 78.58 percent of the all the issued shares and with voting right, which constituted a meeting quorum according to the Company's regulation. The following 12 directors attended this meeting (the Company's Board of Directors comprises of 12 directors).

Directors Attending the Meeting:

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| 1. Mr. Prakrit Pradipasen | Chairman of the Board |
| 2. Mr. James Patrick Rooney | Director |
| 3. Mr. Chaoyut Srivikorn | Director and Nomination and Remuneration Committee Chairman |
| 4. Mr. Phaithoon Kijssamrej | Director and Nomination and Remuneration Committee Member |
| 5. Mr. Somboon Phuvoravan | Independent Director and Audit Committee Chairman |
| 6. Mr. Sakda Maneeratchatchai | Independent Director and Audit Committee Member |
| 7. Mr. Anun Louharanoo | Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member |
| 8. Mr. Asanee Chantong | Director, Management Committee Chairman and Managing Director |
| 9. Mr. Satid Sudbuntad | Director, Management Committee Member and Deputy Managing Director of Sales & Marketing |
| 10. Mr. Maitree Tawonatiwasna | Director, Management Committee Member and Deputy Managing Director of Production & Engineering |
| 11. Mr. Krit Phanratanamala | Director |
| 12. Mr. Woodthikrai Soatthiyanon | Independent Director |

Director to be proposed as the Independent Director replacing Mr. Somboon Phuvoravan attending the Meeting was Mr. Thanit Pulivekin.

Executives Attending the Meeting:

1. Mr. Suwit Kaewamphunsawat: Management Committee Member and Assistant Managing Director Sales & Marketing
2. Ms. Thanakarn Phanthapirat: Management Committee Member, Assistant Managing Director Accounting & Finance and Company Secretary

Two representatives from KPMG Phoomchai Audit Ltd., the audit firm which would be proposed to the shareholders' meeting to consider appointing as the Company's new auditor attended the Meeting as follows:

1. Mr. Bongkot Amsageam, certified public accountant no. 3684
2. Ms. Chanarat Chanwa, certified public accountant no. 9052

Before entering upon the meeting agendas procedure and to properly conduct the meeting in a correct and complete manner and cover all aspects as established by the law, the Chairman assigned Ms. Kwansakul Piromkraipak (Manager-Marketing Department) to briefly clarify the rules and practices for voting and vote counting procedures for each of the meeting agendas, which could be summarized as follows (Details as appeared within the meeting invitation that had been forwarded in advance to every shareholder prior to the Meeting).

1. The Company had disseminated announcement on the Company's website to provide opportunity and give right to the shareholders to propose the shareholders' meeting agendas that were deemed important and to propose names of qualified persons for new directorship appointment in advance during October 1, 2012 until December 31, 2012. Accordingly, there were no shareholders proposing any meeting agenda. Therefore, the meeting would be carried out according to the Company's regulations and consistent with the order of the meeting agendas as established within the meeting invitation which had been forwarded to the shareholders.
2. The Company had disseminated the Invitation to the 28th Annual General Meeting of Shareholders (Year 2013) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 25, 2013 until April 17, 2013, and it appeared that there were no shareholders submitting any inquiry in advance.
3. Voting shall be conducted openly with one share being counted as one vote. In case of voting by proxy, the proxy holder must vote according to the remark that the proxy grantor has specified in the proxy form.
4. The resolutions of the shareholders' meeting shall consist of the following votes:
 - 4.1 For normal case, the meeting resolution shall be based on the majority votes. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
 - 4.2 In other cases where different law and/or Company's regulation apply differently from the normal case, the voting and meeting resolution procedure shall proceed according to such law and/or regulation. Namely, for Agenda No. 6 on the consideration for the remuneration of the Directors where resolution must be approved at the shareholders' meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting with voting right. Accordingly, every Director has direct interest for this particular meeting agenda and therefore all the Directors shall abstain from voting on such meeting agenda.
5. In order to achieve a quick vote counting process for each meeting agenda, only "Disapprove" or "Abstain" votes shall be counted and the remaining shall be considered as "Approve" votes. Those who disapprove or abstain from voting should use the voting ballots, which were distributed during the registration prior to the meeting. At the end of each meeting agenda, the Chairman shall inform every shareholder to vote by filling out the said voting ballot and return it to the coordinating staff in the meeting room for vote counting.

Afterward, the Chairman officially commenced the meeting and proceeded in accordance with the meeting procedures and regulations as follows:

AGENDA 1: APPROVAL OF THE MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2012)

The Chairman proposed that the meeting consider for approval of the minutes of the 27th Annual General Meeting of Shareholders (Year 2012), which was held on Wednesday, April 25, 2012. The copy of the said meeting minutes had been forwarded to every shareholder in advance along with this meeting invitation and disseminated on the Company's website. The Board of Directors had considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the shareholders' meeting was proposed to consider and approve such minutes of the 27th Annual General Meeting of Shareholders (Year 2012).

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the meeting was requested to consider and approve the minutes of the 27th Annual General Meeting of Shareholders (Year 2012) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 27th Annual General Meeting of Shareholders (Year 2012) held on April 25, 2012 as proposed above, with the following number of votes:

Approved:	889,775,224	votes or	99.49	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	4,530,400	votes or	0.51	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,305,624	votes for those present at the meeting		
and eligible to vote.				

AGENDA 2: ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2012

The Chairman stated that the Company achieved good operating results during the past year 2012, which were in line with the established target plan. The Chairman assigned Mr. Asanee Chantong, Managing Director and Mr. Satid Sudbuntad, Deputy Managing Director of Sales & Marketing, to report on the operating results, including other information of the Company during year 2012. Accordingly, the Company had provided the information in the Annual Report Year 2012 and forwarded in advance to every shareholder along with this meeting invitation. For the report on the operating results of year 2012, the Company had prepared a PowerPoint slide and video presentations showing the production process of the NT-10 and AAC projects, which can be summarized as follows.

Mr. Asanee Chantong, Director and Managing Director, reported on the operating results, which can be summarized as follows.

For the operating results of year 2012, the Company's total revenue was Baht 3,884 million, an increase of 5.1 percent and the net profit was Baht 546 million or an increase of 18.6 percent over the past year.

Concerning with the production capacity, the Company has continued to expand its production capacity every year since year 2009 when the production capacity was at 590,000 tons per year until year 2012 with the production capacity of 752,000 tons per year. In 2013, the production capacity will be increased to 932,000 tons per year.

Afterward, a video was played showing the shareholders the production process of the NT-10 and AAC projects.

Afterward, Mr. Satid Sudbuntad, Director and Deputy Managing Director of Sales and Marketing, reported to the meeting on the operation concerning with market communication and activities that the Company had carried out during the past year for both overseas and domestic markets. This year the Company has engaged Mr. Buakaw Banchamek, 2-time Thai boxing champion, to become the advertising model for the Company's products. The Company also sponsored the Saraburi Football Club in order to build the name brand for more recognition.

Chairman

The Chairman further clarified that the Company had continued to expand its business every year and would like to invite every shareholder to visit the autoclaved aerated concrete (AAC) project, which is located on a new land plot of about 145 rai in area across from the existing land plot. Currently, the AAC project is under installation of the most modern machinery and equipment. According, the shareholders are invited to visit the Company's AAC Plant on August 7, 2013.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry.

- Shareholder Mr. Vorachai Santimongkolvit, minor shareholder, stated that after having listened to the speech, he was pleased and admired the Company's operation and success starting from production of roofing tiles until boards and floors. Therefore, he wished to inquire that from the success of NT-9 project leading to the addition of NT-10 project, whether or not the Company would add another NT-11 project in the future; and the second question was that whether or not the Company would consider investing in another AAC project on the 145-rai plot should the current AAC, which is now under testing and commissioning with production commencing in April 2013, becomes successful.
- Director Mr. Asanee Chantong, Managing Director, clarified that the NT-11 project is currently under feasibility study. The AAC project has now started its production and for the second AAC project, a suitable location must be studied further.
- Shareholder Mr. Vorachai Santimongkolvit, minor shareholder, further inquired about board category products whether or not the Company look into the distribution of ready-made concrete floor and board products.
- Director Mr. Satid Sudbuntad, Director and Deputy Managing Director of Sales and Marketing, clarified that the Company might not look into that but would rather explore about the roofing system, which previously the Company only sold roofing tiles but now when the Company sells to the housing project customers, the Company must have the roofing system available also. Therefore the Company has started to distribute truss and purlin, etc. Until now, the Company was about to work on the roof beam in order to add to the roofing system. As for the board products, the Company already had the AAC or autoclaved aerated concrete and would have to further study the behavior and direction of the consumers. Transportation cost is the main factor for construction material products, the heavier the product, the more transportation costs incurred.
- Shareholder Mr. Krisada Arunvilairatana, minor shareholder, inquired about the trend and competition of AAC product and the revenue expected by the Company.
- Director Mr. Satid Sudbuntad, Director and Deputy Managing Director of Sales and Marketing, clarified that several persons might be concerned with the fact that other companies also expanded their AAC production capacity. However since the AAC product is categorized as board product with market size of about Baht 30 billion, with description of its usage as the boards consisting of 70-80 percent are brick and concrete block which have been used from the past, most of which are produced from the cottage industry. Currently, the AAC products have been developed to be lighter, bigger and with less construction time. Initially, the AAC products were sold mostly through housing projects but now it has become more popular, there are more distribution channels causing less use for the brick due to shortage of labors and higher wages. For the Company's marketing strategy, the AAC products are sold through sales representatives throughout the Country and through company projects and thus the Company shall have opportunity to expand its market and start to realize its income from May 2013 onward.
- Shareholder Mr. Krisada Arunvilairatana, minor shareholder, inquired further on how the Company sees about the pricing and quality and competitive edge of Company's products as compared to the competitors and how fierce the market and competition and whether or not there are any differences of products as compared to other companies.
- Director Mr. Satid Sudbuntad, Director and Deputy Managing Director of Sales and Marketing, clarified that the AAC products were not much different among the others; however, if looking into the technology, the Company's equipment and machinery are the most modern imported from Germany, with high production efficiency. The production process is shown through computer screens and when problem occurs, its cause and solution can be quickly handled. There are also varieties of products which have passed industrial standard. Even though there are several competitors such as Q-CON which is now owned by SCG but the Company's products can still compete with the price now at Baht 20-22 per block. There has been increase use of AAC blocks due to its convenience, easy plastering, heat-insulation and electricity saving.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the Chairman proposed that the shareholders' meeting acknowledge the report of the Board of Directors on the operating results of year 2012 as presented above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2012 as presented above.

AGENDA 3: APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2012

The Chairman proposed that the meeting consider the balance sheets and statements of income for the year ended December 31, 2012, which had been audited by the certified auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and published in the Annual Report Year 2012 including the analysis on the financial status and operating results of the Company for year 2012, which had been disseminated on the Company's website and forwarded to every shareholder in advance along with this meeting invitation. Accordingly, the Audit Committee had reviewed the said financial statements and supervised so that they complied with the generally accepted accounting standards with complete and adequate disclosure of financial information, according to the Report of the Audit Committee as appeared on Page 7 of the Annual Report Year 2012.

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2012 provide complete and adequate information on the financial status and operating results in accordance with the generally accepted accounting principles.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the Chairman proposed that the Meeting consider approving the balance sheets and statements of income for the year ended December 31, 2012 as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2012 as presented above with the following number of votes:

Approved:	894,824,733	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,824,733	votes for those present at the meeting		
		and eligible to vote.		

AGENDA 4: APPROVAL OF THE APPROPRIATION OF EARNINGS

The Chairman stated that the Company's dividend payment policy for each year is not less than 50 percent of the net profit after deductions of all provisions as required by the Company's Articles of Association and the law, if there are no other necessities and the dividend payment will have no significant impact on the Company's normal business operation.

Board of Directors' Opinion: The Board of Directors has considered the appropriation of earnings and resolved to propose to the shareholders' meeting for consideration and approval of the payment of dividend to shareholders at Baht 0.40 per share or 75 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no. 1/2012 on September 25, 2012 at Baht 0.20 per share. Therefore, there remains a dividend of Baht 0.20 per share for the dividend payment no. 2/2012 to the shareholders, which is expected to be paid on May 17, 2013 to the eligible shareholders having their names appear on the share register book on the Record Date of March 15, 2013 and must be approved at the 28th Annual General Meeting of Shareholders

(Year 2013). Accordingly, the shareholders must pay income tax for the dividend received in accordance with the Revenue Code. The Company shall pay the dividend from net profit after deduction of corporate income tax at the rate of 23 percent.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the Chairman proposed that the Meeting consider approving the appropriation of earnings and dividend payment for the operating results ended December 31, 2012 as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appropriation of earnings and dividend payment for the operating results for the year ended December 31, 2012, as presented above with the following number of votes:

Approved:	894,825,131	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,825,131	votes for those present at the meeting		
		and eligible to vote.		

AGENDA 5: APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

The Chairman stated that during the Annual General Meeting of Shareholders (Year 2013), the following 4 Directors would be retired by rotation; namely (1) Mr. Maitree Tawonatiwasna (2) Mr. Krit Phanratanamala (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Somboon Phuvoravan. Accordingly, the Chairman asked that Mr. Chaoyut Srivikorn, Chairman of the Nomination and Remuneration Committee describe the rule concerning the nomination of directors replacing the Directors retired by rotation in this meeting agenda.

Mr. Chaoyut Srivikorn, Chairman of the Nomination and Remuneration Committee, stated that the nomination of directors replacing those directors retired by rotation shall be considered from qualifications in various aspects and work performance of the past year. From such consideration, it was resolved to propose the following 4 persons for appointment as the directors replacing those directors retired by rotation, namely (1) Mr. Maitree Tawonatiwasna (2) Mr. Krit Phanratanamala (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Puliveki, having 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) For Mr. Maitree Tawonatiwasna, Mr. Krit Phanratanamala and Mr. Woodthikrai Soatthiyanon, all three individuals being proposed for the re-appointment for another term of directorship, have regularly performed their duties, offered various suggestions beneficial to the Company and attended more than 90 percent of the Board of Directors' Meeting during the past year. Work performance of the directors retired by rotation can be summarized as follows.
 - (3.1) **Mr. Maitree Tawonatiwasna**, currently the Director and Deputy Managing Director of Production and Engineering, has performed his duties well in the past years. He has managed, developed and improved the efficiency of production system, including work on the ongoing expansion of production capacity having new projects such as NT-10 and Autoclaved Aerated Concrete (AAC) projects, etc. His extensive work experience in engineering and production should be beneficial to the Company in the future.

- (3.2) **Mr. Krit Phanratanamala**, currently the Director, has performed his duties well in the past years. He is knowledgeable, capable and experienced in the field of investment. His suggestions have enabled the Company to effectively manage its financial and investment endeavors which should benefit the Company's business expansion plan.
- (3.3) **Mr. Woodthikrai Soatthiyanon**, currently the Independent Director, has performed his duties well in the past years. He is independent and expresses his opinion directly. He is knowledgeable, capable and experienced in the field of laws and regulations. His advice on legal compliance aspect should contribute to a better corporate governance of the Company.
- (4) Due to the fact that Mr. Somboon Phuvoravan had notified that he would not accept the directorship position again at the end of his office term, the Nomination and Remuneration Committee therefore examined and selected **Mr. Thanit Pulivekin** to become the Independent Director in place of Mr. Somboon Phuvoravan, whose term will end at this Annual General Meeting of Shareholders. Accordingly, this matter has been proposed to the Board of Directors for consideration in order to propose to this shareholders' meeting for consideration and approval.

Accordingly, **Mr. Thanit Pulivekin** possesses various knowledge, experience and expertise, particularly in the fields of engineering, quality and environment. In addition, he is knowledgeable of laws and regulations concerning good corporate governance, which should be beneficial to the Company's business operation. He has passed director qualifications check as stipulated by the Office of the Securities and Exchange Commission according to the letter no. PorSor. 13/2556 dated February 27, 2013.

The Chairman further stated that Mr. Somboon Phuvoravan had been appointed as the Audit Committee Chairman since the Company was listed in the Stock Exchange and possesses knowledge and expertise in production engineering and management, which had assisted and his advices and suggestions were beneficial to the Company's business operation. Nonetheless, since he had other obligations and could not accept the directorship position again, the Company wished to congratulate and asked that the shareholders applaud and express gratitude toward Mr. Somboon Phuvoravan for his good work.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and when there was none, the Chairman proposed that the shareholders' meeting consider approving for the appointment of directors to replace four Directors retired by rotation. The above Directors that had direct interest were requested to abstain from voting in this meeting agenda.

- 1) The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Maitree Tawonatiwasna**, the director whom was retired by rotation, as the Director for another term of directorship.

Resolution: The shareholders' meeting considered and resolved to approve the re-appointment of **Mr. Maitree Tawonatiwasna**, the director whom was retired by rotation, as the Director for another term of directorship as proposed above, with the following number of votes.

Approved:	892,599,033	votes or	99.75	percent
Disapproved:	7,000	votes or	0.00	percent
Abstained:	2,220,000	votes or	0.25	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,826,033	votes for those present at the meeting and eligible to vote.		

- 2) The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Krit Phanratnamala**, the director whom was retired by rotation, as the Director for another term of directorship.

Resolution: The shareholders' meeting considered and resolved to approve the re-appointment of **Mr. Krit Phanratnamala**, the director whom was retired by rotation, as the Director for another term of directorship as proposed above, with the following number of votes.

Approved:	894,819,033	votes or	100.00	percent
Disapproved:	7,000	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,826,033	votes for those present at the meeting and eligible to vote.		

- 3) The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Woodthikrai Soatthiyanon**, the director whom was retired by rotation, as the Independent Director for another term of directorship.

Resolution: The shareholders' meeting considered and resolved to approve the re-appointment of **Mr. Woodthikrai Soatthiyanon**, the director whom was retired by rotation, as the Independent Director for another term of directorship as proposed above, with the following number of votes.

Approved:	894,819,033	votes or	100.00	percent
Disapproved:	7,000	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,826,033	votes for those present at the meeting and eligible to vote.		

- 4) The Chairman proposed that the shareholders' meeting consider appointing **Mr. Thanit Pulivekin** as the Independent Director replacing Mr. Somboon Phuvoravan as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of **Mr. Thanit Pulivekin**, as the Independent Director replacing Mr. Somboon Phuvoravan with the following number of votes.

Approved:	894,819,033	votes or	100.00	percent
Disapproved:	7,000	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,826,033	votes for those present at the meeting and eligible to vote.		

AGENDA 6: CONSIDERATION FOR THE REMUNERATION OF THE DIRECTORS

The Chairman stated that since the consideration of Directors' remuneration must pass through consideration by the Nomination and Remuneration Committee, Mr. Chaiyut Srivikorn, Chairman of the Nomination and Remuneration Committee, was assigned to mention the rules in considering the Director's remuneration in this meeting agenda.

Mr. Chaiyut Srivikorn stated that 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 two-third (2/3) of all eligible votes attending the meeting.

According to the Company's Articles of Association, Section 35, stipulates 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.

Criteria and Procedure for Proposal of Remunerations

The Company has established rules for considering remunerations of the Directors by passing through the Nomination and Remuneration Committee which considers the appropriateness through screening and comparing information with the same industrial sector, as well as consideration of information pertaining to the industry, size of the Company, business expansion and income of the Company, as well as the operating results of the Company in the past year.

The comparison of information on the remunerations of directors of listed companies in the property and construction sector, the same sector as the Company, that the Thai Institute of Directors (IOD) had conducted the survey in 2012 from 177 companies, has been brought to compare with the remunerations of directors of the Company, having details included within the meeting invitation forwarded to every shareholders in advance.

Mr. Chaiyut Srivikorn stated that according to consideration by the Nomination and Remuneration Committee, it was resolved to propose to the shareholders' meeting to consider approving the remunerations of the Directors for year 2013, which were the same as in year 2012, as follows.

- 1) The Board of Directors comprising 12 Directors receives the following remuneration.
 - 1.1) Fixed monthly remuneration is kept the same with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month each.
 - 1.2) In 2012, the Company had good operating results, higher than the established target. Thus, the annual bonus for directors has been proposed as follows; Baht 500,000 for the Chairman of the Board and Baht 400,000 for each of the Directors.
- 2) The Audit Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the Audit Committee receiving Baht 30,000 per month and the other two Audit Committee members receiving Baht 20,000 per month per person.
- 3) The Nomination and Remuneration Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before, with the Chairman of the Nomination and Remuneration Committee receiving Baht 20,000 per month and the other two Nomination and Remuneration Committee members receiving Baht 10,000 per month per person.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the Chairman proposed that the shareholders' meeting consider approving the remunerations of the Directors for year 2013 according to details as proposed above. The resolution for this agenda must be approved at shareholders' meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting and eligible to vote.

The Chairman further informed that every Director had direct interest in this meeting agenda and would abstain from voting in this meeting agenda.

Resolution: The shareholders' meeting considered and resolved to approve the remuneration of the Directors for year 2013, as presented above with the following number of votes:

Approved:	851,240,733	votes or	95.13 percent
Disapproved:	-	votes or	0.00 percent
Abstained:	43,585,300	votes or	4.87 percent
Voided Ballots:	-	votes or	0.00 percent
Of the total	894,826,033	votes for those present at the meeting	

and eligible to vote.

AGENDA 7: APPOINTMENT OF THE AUDITOR AND DETERMINATION OF THE AUDIT FEE

The Chairman stated that since the annual appointment of the auditor and determination of the audit fee must pass through consideration of the Audit Committee; therefore, Mr. Somboon Phuvoravan, Audit Committee Chairman, was assigned to mention the rules and criteria in selecting the auditor and determining the audit fee for year 2013 in this meeting agenda.

Mr. Somboon Phuvoravan stated that according to the Company's Articles of Association concerning with the appointment of the auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 2535, Section 120 stipulates that the Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the company's financial auditor; and Section 121 stipulates that the financial auditor must not be a director, employee, or take any position in the company.

In the selection of the auditor, the Audit Committee has considered the auditors who possesses the qualification, quality, working standard, expertise and auditor independence, as well as the past work experience to be in good standard. After consideration and comparison of the workload and audit fee, the Audit Committee selected the new auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission, according to details attached with the meeting invitation that had been forwarded to every shareholder in advance.

Audit Committee and Board of Directors' Opinion: The Audit Committee and Board of Directors has considered and resolved to propose to the shareholders' meeting to consider approving the appointment of the new Auditor for year 2013 from KPMG Phoomchai Audit Ltd.; namely Ms. Bongkot Amsageam, certified public accountant registration no. 3684; or Ms. Orawan Sirirattanawong, certified public accountant registration no. 3757; or Ms. Vipavan Pattavanvivek, certified public accountant registration no. 4795 or Ms. Vannaporn Jongperadechanon, certified public accountant registration no. 4098 or Mr. Thanit Osathalert, certified public accountant registration no. 5155, having the audit fee set at Baht 630,000 for the yearly audit and Baht 120,000 for each of the three quarterly reviews for a total of Baht 990,000 or an increase of 25.32 percent from year 2012.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the Chairman proposed that the shareholders' meeting consider approving for the appointment of new auditor from KPMG Phoomchai Audit Ltd. as the auditor of the Company for year 2013 according to details as presented above.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of Ms. Bongkot Amsageam, certified public accountant registration no. 3684; or Ms. Orawan Sirirattanawong, certified public accountant registration no. 3757; or Ms. Vipavan Pattavanvivek, certified public accountant registration no. 4795 or Ms. Vannaporn Jongperadechanon, certified public accountant registration no. 4098 or Mr. Thanit Osathalert, certified public accountant registration no. 5155 of KPMG Phoomchai Audit Ltd., which is the new auditor, to be the Company's auditor for year 2013,

having the audit fee set at Baht 630,000 for the yearly audit and Baht 120,000 for each of the three quarterly reviews for a total of Baht 990,000 or an increase of 25.32 percent from year 2012, excluding other expenses, as recommended by the Audit Committee, with the following number of votes.

Approved:	894,828,388	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	894,828,388	votes for those present at the meeting		

and eligible to vote.

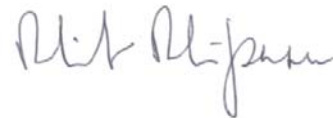
AGENDA 8: OTHER MATTERS

Afterward, the Chairman inquired whether any shareholder had any other inquiries in this meeting.

It appeared that no one had any further inquiry in this meeting.

The Chairman therefore moved to close the meeting and expressed thanks to all the shareholders for attending this meeting.

The meeting was closed at 11:15 hrs.



(Mr. Prakrit Pradipasen)
Chairman of the Meeting



(Ms. Thanakarn Phanthapirat)
Company Secretary
Meeting Minutes Taker