

EVERYTHING iv Control of the control

Invitation to the 29th Annual General Meeting of Shareholders Diamond Building Products Public Company Limited | (Year 2014)

Friday, April 25, 2014 at 10.00 hours.

at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok





Ref. DBP, 080 / 2014

April 1, 2014

Subject: Invitation to the 29th Annual General Meeting of Shareholders (Year 2014)

Attention: Shareholder

Enclosed: 1. Annual Report Year 2013

- 2. Minutes of the 28th Annual General Meeting of Shareholders (Year 2013)
- 3. Documents for Meeting Agenda No. 1-7, considered as part of this meeting invitation.
- 4. Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, including Proxy Form A. B and C.

The Company's Board of Directors has resolved to call on the 29th Annual General Meeting of Shareholders (Year 2014) to be held on Friday, April 25, 2014 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the following meeting agenda:-

Agenda 1: Approval of the Minutes of the 28th Annual General Meeting of Shareholders (Year 2013)

<u>Board of Directors' Opinion:</u> The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the aforementioned minutes of the meeting according to details in the document attached herewith.

Agenda 2: Acknowledgement of the Report of the Board of Directors on the Operating Results for Year 2013

<u>Board of Directors' Opinion:</u> The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2013, according to details in the document attached herewith.

Agenda 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2013

<u>Board of Directors' Opinion:</u> The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the audited Balance sheets and Statements of Income for the year ended December 31, 2013, according to details in the document attached herewith.

Agenda 4: Approval of the Appropriation of Earnings

<u>Board of Directors' Opinion:</u> The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the appropriation of earnings for payment of dividend to shareholders at Baht 0.38 per share, in which the interim dividend payment of Baht 0.20 per share had already been approved and paid to the shareholders on September 19, 2013, therefore leaving a remaining Baht 0.18 per share to be paid to the shareholders, according to details in the document attached herewith.

Agenda 5: Appointment of Directors Retired by Rotation

<u>Board of Directors' Opinion:</u> The Board of Directors will propose to the Shareholders' Meeting for consideration and re-appointment of the four directors retired by rotation; namely, Mr. Prakit Pradipasen, Mr. James Patrick Rooney, Mr. Phaitoon Kijsamrej and Mr. Sakda Maneeratchatchai, as nominated and recommended by the Nomination and Remuneration Committee, according to details in the document attached herewith.

Agenda 6: Consideration on the Remuneration of the Directors

<u>Board of Directors' Opinion:</u> The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the remunerations for the Directors for year 2014, which is the same rate as the remunerations for the Directors for year 2013 except for the annual remunerations or bonuses for the Directors that shall be



reduced, according to details in the document attached herewith.

Agenda 7: Appointment of the Auditor and Determination of Audit Fee

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval to appoint 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., to be the Company's financial auditor for year 2014, having the audit fee set at Baht 660,000 for the yearly audit, Baht 120,000 for each of the three quarterly reviews and Baht 80,000 for each of the four quarterly consolidated financial statements preparation for a total of Baht 1,340,000 or an increase of 8.94 percent from year 2013, as recommended by the Audit Committee, according to details in the document attached herewith.

Agenda 8: Other matters (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between October 1, 2013 through December 31, 2013. However, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for a new director. Therefore, there is no additional meeting agenda proposed by the shareholder for this year.

The Company has determined the name list of shareholders with rights to attend the 29th Annual General Meeting of Shareholders (Year 2014) and rights to receive dividends on the Record Date of Friday, March 14, 2014, and compiled the name list of shareholders according to Section 225 of the Securities and Exchange Act by closing the share register book, suspending transfer of shares on Monday, March 17, 2014.

The Shareholders are cordially invited to attend the Meeting at the abovementioned date, time and venue, by adhering to the Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, according to details in the document attached herewith.

By the Mandate of the Board of Directors

On behalf of Diamond Building Products Public Company Limited

(Mr. Asanee Chantong)

con w

Managing Director



Agenda 1 Approval of the minutes of the 28^{th} annual general meeting of shareholders (year 2013)

Background and Rationale

The Company convened the 28th Annual General Meeting of Shareholders (Year 2013) on Wednesday, April 24, 2013 from 10:00 hrs. to 11:15 hrs. at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the meeting that had been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with this meeting invitation.

Board of Directors' Opinion

The Board of Directors has considered that the aforementioned minutes of the meeting was correctly recorded in accordance with the resolutions of the Shareholders' Meeting. Therefore, the Board of Directors proposes that the minutes of the 28th Annual General Meeting of Shareholders (Year 2013) be considered and approved by the Shareholders' Meeting accordingly.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.



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. Prakit 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:

1. Mr. Prakit Pradipasen Chairman of the Board

2. Mr. James Patrick Rooney Director

3. Mr. Chaiyut Srivikorn Director and Nomination and Remuneration Committee Chairman

4. Mr. Phaithoon Kijsamrej 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

<u>Director to be proposed as the Independent Director replacing Mr. Somboon Phuvoravan</u> 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

<u>Two representatives from KPMG Phoomchai Audit Ltd.</u>, 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. Ms. 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. Chaiyut 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. Chaiyut 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 Phanratanamala, 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 Phanratanamala, 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 f	or those	e 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.

MM

(Mr. Prakit Pradipasen)
Chairman of the Meeting

(Ms. Thanakarn Phanthapirat)

Company Secretary

Meeting Minutes Taker



AGENDA 2 ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS FOR YEAR 2013

Background and Rationale

The Report of the Board of Directors on the Operating Results for Year 2013 including other information and reports of the Company during 2013 have been reported in the Annual Report Year 2013 on page 6 under the section titled "Statement from the Chairman", which have been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with this meeting invitation.

Board of Directors' Opinion

The Board of Directors' opinion is that the Operating Results for Year 2013 should be proposed to the Shareholders' Meeting for its acknowledgement.

Voting Procedure

Voting for this meeting agenda (if any) shall be based on the majority votes from all the votes of shareholders attending and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.



AGENDA 3 APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2013

Background and Rationale

Ms. Bongkot Amsageam, certified public accountant registration no. 3684 of KPMG Phoomchai Audit Co., Ltd, has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2013, which have been reported in the Annual Report Year 2013 on pages 95 under the section titled "Report of the Independent Auditor and Financial Statements", including the analysis of the financial status and operation results of the Company for year 2013, which have been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with this meeting invitation. Accordingly, the Audit Committee has reviewed and supervised the aforementioned financial statements to comply with the accounting standards and practices as well as complete and adequate disclosure of financial information according to the Report of the Audit Committee included in the Annual Report Year 2013 on page 10.

Board of Directors' Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2013 provide complete and adequate information on the financial status and operating results, in accordance with the generally accepted accounting standards. Therefore, the above Balance Sheets and Statements of Income for the year ended December 31, 2013 are proposed to the Shareholders' Meeting for its consideration and approval.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.



AGENDA 4 APPROVAL OF THE APPROPRIATION OF EARNINGS

Background and Rationale

According to Section 116 of the Public Limited Companies Act B.E. 2535, "The Company is required to set aside a statutory reserve at least five percent of its net profit after deducting accumulated deficit brought forward (if any) until this reserve is not less than ten percent of the registered share capital, except that the statutory reserve level set in the Company's Memorandum of Association or in other regulations is required to be higher than such."

Dividend Payment Policy

If there are no other necessities and the dividend payment has no significant impact on the Company's normal operation, the Company's dividend payment policy for each year is not less than 50 percent of the net profit of the separate financial statements after deductions of all provisions as required by the Company's Articles of Association and regulations.

Board of Directors' Opinion

The Board of Directors' Meeting No. 262 (3/2014) dated February 28, 2014 has considered the appropriation of earnings and approved to propose to the Shareholders' Meeting for approval of the appropriation of earnings for payment of dividend to shareholders at Baht 0.38 per share or equal to 88 percent of net profit per share, whereas details and records of dividend payments and establishment of provisions and reserves for the past 3-year period are as follows:

Payment of Dividends and Reserves Set Aside	2013	2012	2011
(Unit: million baht)			
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	1,047	1,038	1,027
Number of Treasury Shares as of end of year (million shares)	-	-	(1.56)
Net Profit per Share (calculated based on weighted average of	0.43	0.53	0.46
ordinary shares)			
Dividend per Share (Baht per Share)	0.38	0.40	0.38
Dividend Payout Ratio %	88%	75%	83%
Retained Earnings (Loss) from Previous Year	544.89	412.00	359.32
Add Effect from change in accounting policy	24.13 ⁽¹⁾	-	(47.55) ⁽²⁾
Retained Earnings (Loss) from Previous Year (after adjustment)	569.02	412.00	311.77
Add Net Profit (Loss) for the year	448.72	545.91	460.13
Add Actuarial losses	5.16 ⁽³⁾	(1.92) ⁽³⁾	-
Income tax expense on other comprehensive income	(1.03) ⁽³⁾	-	-
Comprehensive Profit (Loss) for the year	452.85	543.99	460.13
less Legal Reserve	-	-	-
Treasury Shares Reserve	-	(2.45)	(28.78)
Payment of Interim Dividend 1/20xx	207.73	205.83	182.88
Payment of Dividend 2/20xx	188.52 ⁽⁴⁾	207.72	205.80
Retained Earnings (Loss) Carried Forward	625.62	544.89	412.00



- Since January 1, 2013, the Company has adopted TAS 12 (revised 2009) Re: "Income Taxes" for the first time by requiring an entity to recognize deferred tax assets and liabilities. The deferred tax assets and liabilities is the amount of tax recovery or expense in the future which is due to the temporary differences between the carrying amount in the financial statements and the tax base of such assets and liabilities and tax loss carry-forwards. The effect is the increase of brought-forward retanined earnings by Baht 24.13 million. The accounting policy regarding the deferred income tax has been explained within the Notes to Financial Statements for the year ended December 31, 2013.
- Since January 1, 2011, the Company has adopted TAS 19 Re: "Employee Benefits" for the first time by calculating the post-employment benefits obligation under the Thai Labor Protection Act based on actuarial assumptions at the end of reporting period using the Projected Unit Credit Method, which is estimated based on the present value of expected cash flows of benefits to be paid in the future taking into account the actuarial assumptions, including salaries, turnover rate, years of service and other factors. Accordingly, the Company chose to recognize cost of services in the past for post employment benefits obligation having adjusted the retained earnings as at January 1, 2011, in accordance with the practice during the change as specified insuch accounting standard. This has resulted in a decrease in retained earnings brought forward of Baht 47.55 million.
- Actuarial losses have resulted from projection relating employee benefit obligations for employees who are entitled to receive it upon retirement under the Thai Labor Protection Act. Such obligations are assessed by an independent actuary and based on actuarial assumptions using Projected Unit Credit Method to determine the present value of cash flows of employee benefit to be paid in the future. Under this method, the determination is based on actuarial calculations which include the employee's salaries, turnover rate, mortality rate, years of service and other factors. Additional details can be found from the Notes to the Financial Statements for the year ended December 31, 2013.
- As can be seen from the Table above, for Year 2013, the projected dividend payment No. 2/2013 was calculated from the issued and paid up shares as of the end of year 2013, however the actual number of shares that with rights to receive the dividend will be calculated from the issued and paid-up ordinary shares remaining as at the Record Date of March 14, 2014.

Dividend Payout As Compared to Net Profit Year 2013

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2013 at Baht 0.38 per share or 88 percent of the net profit per share, which is concurrent with the Company's dividend payment policy. The Board of Directors had already approved the payment of interim dividend no. 1/2013 on September 19, 2013 at Baht 0.20 per share. Therefore, there remains a dividend of Baht 0.18 per share for the dividend payment no. 2/2013, which is expected to be paid on May 23, 2014. The Shareholders who will be eligible to receive this dividend payment must have their names appear on the share register book on the Record Date of March 14, 2014. Accordingly, the eligibility for the dividend payment no. 2/2013 must be approved at the 29th Annual General Meeting of Shareholders (Year 2014) before the Company can proceed further with the aforementioned dividend payment amount.

Accordingly, the Shareholders must pay income tax on the dividend received according to the Revenue Code (The Company will pay the dividend from net profit after deduction of corporate income tax at the rate of 20 percent).

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.

AGENDA 5 APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

Background and Rationale

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 2014 is considered the 10th meeting since the Company has listed as a public limited company and the following four directors who shall be retired by rotation are: (1) Mr. Prakit Pradipasen, (2) Mr. James Patrick Rooney, (3) Mr. Phaitoon Kijsamrej and (4) Mr. Sakda Maneeratchatchai.

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. 1/2014 held on February 13, 2014. The Committee has carefully considered the qualifications in several aspects and approved to propose the following four individuals for the directorship positions to replace those Directors retired by rotation; namely (1) Mr. Prakit Pradipasen (2) Mr. James Patrick Rooney (3) Mr. Phaitoon Kijsamrej and (4) Mr. Sakda Maneeratchatchai 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).
- During the past year, all four individuals have performed their duties consistently having made various suggestions which are beneficial to the Company during the meetings, and have attended every Board of Directors' Meetings totaling 12 meetings except for Mr. Phaitoon Kijsamrej whom did not attend one meeting due to personal leave and Mr. Sakda Maneeratchatchai whom did not attend one meeting due to sick leave.
 - (4) The performances of the four Directors retired by rotation are as follows.
 - (4.1) Mr. Prakit Pradipasen, currently the Chairman of the Board of Directors, has performed his duties as the Chairman of the Board well in the past. He has convened the Board Meeting every month to monitor Company's operating results including production, financial and business development, making inquiries on several issues closely as well as offering good advice and suggestions to resolve any problems and improve the performance in the past year. He has overseen that the Company performs well, increases its sales, including commencement of new production line AAC-1 according to the business plan and approval of the founding of a subsidiary company, Diamond Materials Co., Ltd. (DMATS) and he investment of new production line, AAC-CM, to expand production base and market for the autoclaved aerated concrete products in the Northern region.
 - (4.2) Mr. James Patrick Rooney, currently the Director, has performed his duties as the Director well in the past.

 He has taken interest in legal matters especially on the founding of the subsidiary company,

 Diamond Materials Co., Ltd. (DMATS), providing good advice concerning laws on acquisition of assets and

 contractual agreement, local economy and also on crisis happening overseas, which are beneficial to the



Company.

- (4.3) Mr. Phaitoon Kijsamrej, currently the Director and Nomination and Remuneration Committee Member (NRC), has performed his duties as the Director and NRC Director well in the past. He has taken interest in every matter, especially in financial and banking matter, foreign exchange rates, loan agreement with financial institutions and determination of compensations and benefits for Directors, executives and employees of the Company, providing appropriate and fair suggestions as well as giving opinions that are beneficial to the Company.
- (4.4) Mr. Sakda Maneeratchatchai was previously the Director of the Company and therefore possesses good knowledge and understanding of the Company's business. He is currently the Independent Director and Audit Committee Chairman and has performed his duties well in the past, taking interest in every matter, especially in the production process and engineering of the Company, as well as detailed inspection of the production process and can give invaluable advice if problem occurs, which in beneficial to the Company.

Mr. Sakda Maneeratchatchai has been in the position of Independent Director since April 17, 2009 (in the position for 5 years) and has been in the position of Audit Committee Chairman since year 2013 (in the position for 1 year).

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 October 1, 2013 to December 31, 2013. 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. 262 (3/2014) held on February 28, 2014, the matter was considered and resolved to propose to the Shareholders' Meeting to consider and approve of the appointments of the four Directors as follows.

(1) Mr. Prakit Pradipasen: Proposed for re-appointment as the Director
 (2) Mr. James Patrick Rooney: Proposed for re-appointment as the Director
 (3) Mr. Phaitoon Kijsamrej: Proposed for re-appointment as the Director

(4) Mr. Sakda Maneeratchatchai: 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. PRAKIT PRADIPASEN

Position in the Company: Director Nationality: Thai

Age: 71 years

Education:

- Bachelor of Science in Business Administration Silliman University, Philippines
- Master of Business Administration Wayne State University, USA
- Citibank Credit Training Center, Philippines
- Senior Executive Program, Stanford National of Singapore, Singapore
- Special Program of National Defence College, Joint Public & Private Sector Class 3
- Program for Senior Executive The Sloan School of Management Massachusetts Institute of Technology, USA
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 1/2003)

Work Experience:

(1) Currently holding Directorship and Executive positions in 8 listed companies as follows:

2003-present Chairman, Diamond Building Products Plc.
 (Formerly named Diamond Roofing Tiles Plc.)

• 2000-present Chairman and Independent Director, Asian Marine Service PCL

• 2000-present Chairman, Independent Director and Nominating and Corporate Governance

Chairman, Erawan Group PCL

(Formerly named Amarin Plaza PCL)

• 2000-present Independent Director, Audit Committee Chairman and Nomination and Remuneration

Committee Member, Supalai PCL

2000-present
 Independent Director and Audit Committee, Susco PCL

2000-present
 Independent Director and Audit Committee Chairman, Hardthip PCL

• 2000-present Independent Director and Audit Committee Chairman, Luckytex (Thailand) PCL

• 2000-present Directo and Audit Committee Chairman, Thai Carbon Black PCL

(2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 2 companies as follows:

2002-present Director, Myriad Materials Co.,Ltd.2000-present Chairman, Angthong SugarTerminal





(3) Work Experience during the Past 5 Years:

	2004-2011	Chairman of Audit Committee, The Thai Chamber of Commerce
•	2004-2011	Chairman, Thai Sugar Millers Crop
•	2000-2009	Chairman, Nai Lert Park Hotel Co., Ltd.
•	2000-2009	Executive Director, J.P.Rooney & Associates
•	1980-2009	Chairman, Bangkok Weaving Mill Co., Ltd.

Position in business which may create conflict of interest with the Company: -None-Shareholding in the Company as of December 31, 2013: 14,619,500 shares or 1.40%

Period of Directorship with the Company: 11 years

Meeting Attendance Record: - Board of Directors' Meeting in 2013: Attended all 12 meetings

CURRICULUM VITAE OF MR. JAMES PATRICK ROONEY

Position in the Company: Director

Nationality: American

Age: 76 years

Education:

- The American Graduate School of International Management, MBA
- Yale University Department of Far Eastern Studies
- Pomona College, BA
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Certification Program (DCP 47/2004)
 - (2) Charter Director (Class 4/2008)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 2 listed companies as follows:
 - 2003-present Director, Diamond Building Products Plc.
 - (Formerly named Diamond Roofing Tiles Plc.)
 - 2003-present Director, Samitivej PCL
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 8 companies as follows:
 - 2003-present Director, Myriad Materials Co., Ltd.
 - 1998-present Director, AsiaWorks Television Ltd., Bangkok, Thailand
 - 1994-present Director, American University Alumni Association Language Center, Bangkok, Thailand
 - 1994-present Director, Bangkok Airways Ltd., Bangkok, Thailand
 - 1984-present Director, Bangkok Airways Ltd., Bangkok, Thailand
 - 1984-present Director, Taxplan Ltd., Bangkok, Thailand
 - 1984-present Chairman, Taxplan Services Ltd., Singapore
 - 1979-present Chairman, J.P. Rooney&Associates Ltd., Bangkok, Thailand
 - (3) Work Experience during the Past 5 Years:
 - 2006-2008 Director, Siam Society, Bangkok, Thailand

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

Shareholding in the Company as of December 31, 2013: 4,350,100 shares or 0.42%

Period of Directorship with the Company: 11 years

Meeting Attendance Record: - Board of Directors' Meeting in 2013: Attended all 12 meetings





CURRICULUM VITAE OF MR. PHAITHOON KIJSAMREJ

Position in the Company: Director and Nomination and Remuneration Committee Member

Nationality: Thai

Age: 71 years

Education:

- Bachelor of Commerce, Chulalongkorn University
- Asian Institute of Management, Manila, Philippines
- Pacific Rim Bankers Program, University of Washington, Seattle, USA
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 32/2005)
 - (2) Director Certification Program (DCP 55/2005)

Work Experience:

(1) Currently holding Directorship and Executive positions in 1 listed company as follows:

• 2003-present Director and Nomination and Remuneration Committee Member,

Diamond Building Products Plc.

(Formerly named Diamond Roofing Tiles Plc.)

(2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 5 companies as follows:

2004-present
 Audit Committee Chairman, The Thai Chamber of Commerce and Thai Chamber of

Commerce Federation

2003-present Director, Myriad Materials Co., Ltd.

• 2003-present Director, Elm Tree Co., Ltd.

• 2001-present Director, Siam Administrative Management Co., Ltd.

• 1998-present Director, SCMB Co., Ltd.

(3) Work Experience during the Past 5 Years: - None -

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

Shareholding in the Company as of December 31, 2013: 1,800,100 shares or 0.17%

Period of Directorship with the Company: 11 years

Meeting Attendance Record: - Board of Directors' Meeting in 2013: Attended 11 out of 12 meetings

- Nomination and Remuneration Committees' Meeting in 2013: : Attended all 5 meetings

CURRICULUM VITAE OF MR. SAKDA MANEERATCHATCHAI

Position in the Company: Independent Director and Audit Committee Chairman Position as the Independent Director: Started from April 17, 2009, totaling 5 years

Nationality: Thai

Age: 69 years

Education:

- Bachelor of Electrical Engineering, FEATI University, Philippines
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 32/2005)
 - (2) Audit Committee Program (ACP 4/2005)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2009-present Independent Director and Audit Committee Chairman

Diamond Building Products Plc.

(Formerly named Diamond Roofing Tiles Plc.)

- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above): None -
- (3) Work Experience during the Past 5 Years
 - 2007-2008 Adviser, Diamond Building Products Plc.

(Formerly named Diamond Roofing Tiles Plc.)

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

Shareholding in the Company as of December 31, 2013: 4,099,600 shares or 0.39%

Period of Directorship with the Company: 5 years

Meeting Attendance Record: - Board of Directors' Meeting in 2013: Attended 11 out of 12 meetings

- Audit Committees' Meeting in 2013: Attended all 10 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 Company's 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 and Rationale

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".

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 of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month each. The above remuneration rates have been used since April 2012 after the approval by the 27th Annual General Meeting of Shareholders (Year 2012).
- (1.2) Annual remuneration or bonus for the Directors must be approved by the shareholders' meeting each year based on the Company's operating results of each year. For year 2013, the 28th Annual General Meeting of Shareholders (Year 2013) resolved to approve the annual bonus for the Directors as follows; the Chairman of the Board receiving Baht 500,000 and the other 11 Directors receiving Baht 400,000 per person.
 - (2) The other two Committees shall receive remunerations as follows:
- (2.1) The Audit Committee, comprising of three members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, which has been used since April 2008 after the approval by the 23rd Annual General Meeting of Shareholders (Year 2008). The other two Audit Committee members receive Baht 20,000 per month per person, which has been used since April 2012 after the approval by the 27th Annual General Meeting of Shareholders (Year 2012).
- (2.2) The Nomination and Remuneration Committee (NRC), comprising of three

 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other two

 NRC members receiving Baht 10,000 per month per person. The above remuneration rates have been used since April 2008 after
 the approval by the 23rd Annual General Meeting of Shareholders (Year 2008).
- The Board of Directors, comprising of nine directors, has received right subscriptions for warrants from the Employee Stock Option Scheme (ESOP) established by the Company, which was approved by the Extraordinary Meeting of Shareholders No. 1/2008 dated June 17, 2008 for the issuance of 49,650,000 warrants to the directors and/or employees of the Company, with the Securities and Exchange Commission (SEC) having approved on October 10, 2008 for the Company to offer for sales of such warrants, by which 5,430,000 units of warrants were exercised by the Directors during year 2013.
- (4) The Company does not provide any other remuneration or offer any other privileges to the Directors other than what mentioned in (1) and (3) above.

The remunerations paid to each of the Directors during year 2013 and scope of duties and responsibilities of each Committee have been disclosed in the Annual Report Year 2013 on page 56, under the section titled "Remuneration for Directors and Executives" which has been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with the meeting invitation.

Board of Directors' Opinion

The Board of Directors' Meeting No. 262 (3/2014) dated February 28, 2014 has thoroughly considered of the appropriateness in various aspects, having compared with references from the listed companies in the same industrial sector, including consideration of Company's operating results in 2013. Therefore, the Board of Directors' opinion is to propose to the Shareholders' Meeting to consider approving the Directors' remunerations for year 2014, which can be summarized as follows:

- (1) The Board of Directors receives the following remunerations.
- (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) Due to reduction of the net profit, the annual remunerations or bonuses for the Directors shall be reduced with the Chairman of the Board and the Directors receiving Baht 300,000 each.
 - (2) Monthly remunerations for the two Committees are as follows.
- (2.1) 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.
- (2.2) The Nomination and Remuneration Committee (NRC), comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before, with the Chairman of the NRC receiving Baht 20,000 per month and the other two NRC members receiving Baht 10,000 per month per person.

Criteria and Procedure for Proposal of Remunerations

The determination of remuneration for the Directors above have been considered by the Nomination and Remuneration Committee 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. Accordingly, the opinion is to propose to the Board of Directors to consider setting the remunerations of the Directors for year 2014.

For the comparison of information on the remunerations of directors of listed companies in the Property and Construction sector, which is the same sector as the Company, the Thai Institute of Directors (IOD) conducted the survey in 2012 from 177 companies. The comparisons with the Company's remunerations of directors are shown below.



(1) The Board of Directors

Description (Unit: Baht per person per month)	Chair	man's Remune	ration	Directors' Remuneration Excluding Chairman			
(Onit. Bant per person per month)	Average	Lowest	Highest	Average	Lowest	Highest	
Listed Companies in general	80,482	8,333	640,000	36,123	4,583	250,000	
Building & Construction Materials Sector	70,526	20,000	300,000	35,833	10,000	144,000	
Diamond Building Products Public Co., Ltd.	80,000				50,000		

(2) The Audit Committee

Description	Chair	man's Remune	ration	Directors' Remuneration Excluding Chairman			
(Unit: Baht per person per month)	Average	Lowest	Highest	Average	Lowest	Highest	
Listed Companies in general	31,350	2,200	116,000	22,850	2,500	90,000	
Building & Construction Materials Sector	32,276	13,333	90,000	23,741	5,000	70,000	
Diamond Building Products Public Co., Ltd.	30,000			20,000			

(3) The Nomination and Remuneration Committee

Description	Chair	man's Remune	ration	Directors' Remuneration Excluding Chairman			
(Unit: Baht per person per month)	Average	Lowest	Highest	Average	Lowest	Highest	
Listed Companies in general	26,788	1,667	120,000	18,648	1,667	80,000	
Building & Construction Materials Sector	9,722	1,667	20,000	5,556	1,667	10,000	
Diamond Building Products Public Co., Ltd.	20,000				10,000		

(4) Annual Bonus for the Directors

Description	С	ີhairman's Bonເ	ıs	Directors' Bonus Excluding Chairman			
(Unit: Baht per person per year)	Average	Lowest	Highest	Average	Lowest	Highest	
Listed Companies in general	1,035,030	30,000	7,200,000	669,879	20,000	4,800,000	
Building & Construction Materials Sector	1,084,936	200,000	7,200,000	696,333	105,000	4,800,000	
Diamond Building Products Public Co., Ltd.	500,000			400,000			

Voting Procedure

The resolution for this agenda must be approved at the Annual General Shareholders Meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting with voting right.

As for this meeting agenda, every director has direct interest and therefore shall abstain from voting in this agenda. Notwithstanding, those shareholders who have granted proxy to the Director of the Company with direct stake on the matter, the said Director may exercise voting right as normal unless stated otherwise in the proxy form by the shareholder.

AGENDA 7 APPOINTMENT OF THE AUDITOR AND DETERMINATION OF AUDIT FEE

Background and Rationale

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 states as follows:

Section 120: 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.

Section 121: The financial auditor must not be a director, employee, or take any position in the company.

The policy on selecting the auditor for the Company is to contact various auditing companies that have been endorsed by the Securities and Exchange Commission (SEC) to audit the listed companies. The Company will request for proposals from these audit companies including service terms and audit fee. The Audit Committee shall select the audit company with satisfactory terms and suitable with the Company for the best interests of the Company.

Board of Directors' Opinion

In compliance with the Public Limited Company Act B.E. 2535, which stipulates that the Shareholders' Meeting should appoint the Company's financial auditor and determine the audit fee every year with recommendation from the Audit Committee, and after consideration by the Board of Directors' Meeting No. 262 (3/2014) dated February 28, 2014, the Board of Directors approved to propose to the Shareholders' Meeting to consider appointing 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., to be the Company's financial auditor for year 2014, having the audit fee for year 2014 totaling Baht 1,340,000 or an increase from year 2013 by Baht 110,000 or 8.94 percent.

Supporting Information

- (1) The auditors proposed above are independent and have no relationship or any other types of stake or interest with the Company, its executives, major shareholders or persons related to those mentioned.
- (2) The auditors proposed above have been endorsed by the SEC to audit the listed companies. The Shareholders' Meeting has appointed the auditor from KPMG Phoomchai Audit Ltd. having the number of years performing the audit work for the Company as follows.
 - (2.1) Ms. Bongkot Amsageam (used to be the auditor signing the Company's financial statements from 2013 totaling 1 year).
 - (2.2) Ms. Orawan Sirirattanawong (never been the auditor signing the Company's financial statements).
 - (2.3) Ms. Vipavan Pattavanvivek (never been the auditor signing the Company's financial statements).
 - (2.4) Ms. Vannaporn Jongperadechanon (never been the auditor signing the Company's financial statements).
 - (2.5) Mr. Thanit Osathalert (never been the auditor signing the Company's financial statements).



 The comparison of audit fee b 		

	Year 2014	Year 2013	Increase (Decrease)	
Description (Unit : Baht)			Amount	%
Company's Audit Fee				
- Yearly Audit Fee	660,000	630,000	30,000	4.76%
- Quarterly Reviewed Financial Statement (3 quarters)	360,000	360,000	-	-
- Quarterly Consolidated Financial Statements	320,000	240,000 (1)	80,000	33.33%
Preparation (4 quarters)				
Total	1,340,000	1,230,000	110,000	8.94%

The quarterly consolidated financial statements preparation in 2013 totaling Baht 240,000 was from 3 quarters at Baht 80,000 for each quarter since the subsidiary company commenced its business operation on May 9, 2013.

(4) Diamond Materials Co., Ltd. is the subsidiary company of the Company also uses audit services from KPMG Phoomchai Audit Ltd. Comparison of the audit fee for year 2014 and 2013 is as follows.

	Year 2014	Year 2013	Increase (Decrease)	
Description (Unit : Baht)			Amount	%
Subsidiary Company's Audit Fee				
- Yearly Audit Fee	280,000	250,000	30,000	12.00%
- Quarterly Reviewed Financial Statement (3 quarters)	60,000	40,000 (2)	20,000	50.00%
Total	340,000	290,000	50,000	17.24%

⁽²⁾ The quarterly reviewed financial statements in 2013 at Baht 20,000 for 2 quarters totaling Baht 40,000 since Diamond Materials Co., Ltd. commenced its business operation on May 9, 2013.

- (5) During the past year 2013, the Company and the subsidiary company only used audit services without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.
- (6) The Audit Committee has considered the selection of 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 the audit fee, the Audit Committee has selected the auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission.
- (7) Accordingly, the Audit Committee has proposed its opinions to the Board of Directors to obtain approval from the Shareholders' Meeting for the appointment of a auditor from KPMG Phoomchai Audit Ltd. according to the following name list, whoever, to be the Company's auditor for year 2014, 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, and approval of the yearly audit fee, quarterly reviews fee and preparation of quarterly consolidated financial statements for year 2014 for a total of Baht 1,340,000, which is an increase of 8.94 percent from year 2013.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.

Rules and Guidelines of Attendance, Grant of Proxies for Attendance and Votes at the Meeting

DOCUMENTS AND EVIDENCE REQUIRED BEFORE ENTERING THE SHAREHOLDERS' MEETING

Group of Meeting Attendants	Documents and Evidence
A Citizen attending the Meeting in person	Identification Card, Driver's License or Passport
A Citizen with Proxy	Proxy Form
	Copy of Identification Card, Driver's License or Passport of Proxy Grantor
	Identification Card, Driver's License or Passport of the Proxy
Juristic Person (Representative) attending the	Identification Card, Driver's License or Passport
Meeting in person	Copy of the registration of the juristic entity
Juristic Person (Representative) with Proxy	Proxy Form
	Copy of Identification Card, Driver's License or Passport of Proxy Grantor
	Copy of the registration of the juristic entity
	Identification Card, Driver's License or Passport of the Proxy

ATTENDANCE IN PERSON

- 1. If a shareholder is a Thai citizen, the shareholder must present a valid identification card or government or state enterprise employee card for authentication (not expired) before attending the meeting. In the event of a change in name or surname, a supporting document must be produced.
- 2. If a shareholder is not a Thai citizen, the shareholder must present a valid foreign identification card, passport or passport substitute for authentication before attending the meeting.

ATTENDANCE BY PROXY

- 1. Each shareholder (being either a natural or juristic person) is allowed only one proxy to attend the meeting and to vote on his/her behalf, regardless of the number of shares held by the shareholder. The proxy may not be divided or duplicated for more than one person for separate voting.
- 2. The proxy form is issued in a format determined by the Public Limited Companies Registrar and consists of 3 forms. The company has prepared and sent the proxy forms to the shareholders along with the invitation to the shareholders' meeting. The shareholders may use any one of the appropriate forms as they require and must affix a revenue stamp duty of 20 Baht per form, crossed and dated in order for the form to be valid and legally binding according to the law.
 - 3. The following is required for the grant of proxy:
- 3.1 In the event the grantor is a Thai citizen, the grantor must have a valid proxy form and attach a certified copy of his/her valid identification card and that of the proxy holder.
- 3.2 In the event the grantor is a not a Thai citizen, the grantor must sign the proxy form in person in the presence of a notary public or authority with similar authorization under the law of their country. Thereafter, the signed proxy form must be produced for legalization for a notary public under the authority of the Royal Thai Embassy or Consulate or to an official authorized to act on their behalf in accordance with the laws of the relevant country.
- 3.3 In the event the grantor is a Thai juristic person, a valid proxy form must be signed and attached with a copy of the registration of the juristic entity by the Ministry of Commerce (valid for no later than one month prior to date of the shareholder meeting) and signed by authorized director(s) and including a copy of the director(s)' valid identification card.
- 3.4 In the event the grantor is a foreign juristic person, the authorized agent of the juristic person will sign his name and affix the company seal on the proxy form in person in the presence of a notary public or authority with similar authorization under the law of their country. Thereafter, the signed proxy form must be produced for legalization for a notary public under the authority of the Royal Thai Embassy or Consulate or to an official authorized to act on their behalf in accordance with the laws of the relevant country.
- 3.5 In the event of use of a fingerprint in the place of a signature, the left thumb fingerprint is required and must be accompanied by the following wording: "This is the left thumb fingerprint of" and two witnesses are required to certify that



it is the true fingerprint of such person and the fingerprint must be affixed in the presence of two witnesses who must sign only their names. Certified copies of the valid identification cards of the two witnesses must also be attached.

- 3.6 A fully prepared and signed proxy form must be returned to the Managing Director or the Secretary of the Company together with other relevant documents no later than one day before the date of the shareholders' meeting in order to verify the proper documents and to prepare for the shareholder meeting.
 - 3.7 The proxy holder shall show his/her identification card to the Company's officer before attendance at the meeting.
- 4. In the event that the shareholder is unable to attend the meeting, the shareholder may grant a proxy to an individual of their choice or they may grant a proxy to either of the following independent directors of the Company to attend the meeting and vote on their behalf:
- Mr. Anun Louharanoo: 95/81 Soi Rarnkumhang 92, Saparnsoong, Bangkok 10240
- Mr. Woodthikrai Soatthiyanon: 488 Srinakharin Rd., Nongbon Sub-District, Pravet District, Bangkok 10250
- Mr. Thanit Pulivekin: 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon Sub-District, Pravet District, Bangkok 10250

IN THE EVENT OF DEATH OF A SHAREHOLDER

The administrator of the shareholder's estate is required to attend the meeting in person or by proxy, provided that a valid court order appointing the administrator (valid for no later than one month prior to date of the meeting) and signed by the Court clerk is produced for the meeting.

IN THE EVENT A SHAREHOLDER IS A MINOR

The parents or the lawful legal guardian shall attend the meeting in person or by proxy, providing the minor's household registration documents in addition to the other required documents as mentioned previously.

IN THE EVENT THE SHAREHOLDER IS CONSIDERED INCOMPETENT OR SEMI-INCOMPETENT

The guardian or caregiver shall attend the meeting in person or by proxy, provided that a valid court order appointing the guardian or caregiver (valid for no later than one month prior to date of the meeting) and signed by the Court clerk is produced for the meeting.

MEETING REGISTRATION

The Company's staff will commence registration of shareholders who wish to attend the meeting no less than 2 hours before start of the meeting or from 8:00 hrs. – 10:00 hrs. on the day of the meeting.

Voting

- 1. Voting will be counted openly, with one share being counted as one vote.
- 2. When voting by proxy, the proxy holder must vote according to the remark that the grantor has stipulated in the proxy form.
 - 3. A resolution of the meeting must be comprised of:
 - 3.1 In a normal case, the resolution must be passed by a majority of votes.
 - 3.2 In other cases, by which the law and/or the Company's Articles of Association specify differently, the voting shall be conducted accordingly, during which the Chairman of the meeting shall notify the shareholders prior to voting on the particular agenda.
 - 4. In the case of an equal number of votes, the Chairman of the meeting shall have the right for a casting vote.
- 5. Any shareholder with a conflict of interest in any given matter is prohibited from voting on said matter and the Chairman of the meeting may ask the voter to leave the meeting temporarily.
- 6. A secret vote or poll may be used if proposed by no less than 5 shareholders and has been approved by the meeting. The procedures for voting will be determined by the Chairman of the meeting and shareholders will be informed prior to voting on the issue.

The Company's Articles of Association concerning with the Shareholders' Meeting

With reference to the Company's Articles of Association Section 6 regarding the Shareholders' Meeting, the following articles state as follows:

Article 3 Where no other provisions are stated in these Articles, the provisions of the law concerning public limited companies shall apply and govern in every respect.

Article 37 The Board of Directors must arrange the shareholders' meeting which is the Annual General Meeting of Shareholders within 4 months after the end of the Company's financial year.

Other shareholders' meetings apart from the said shareholders' meeting shall be called extraordinary meeting of shareholders, by which the Board of Directors shall convene the extraordinary shareholders' meeting when deems appropriate.

The number of shareholders holding total shares not less than one-fifth (1/5) of the total paid-up shares or the number of shareholders of not less than 25 shareholders holding total shares not less than one-tenth (1/10) of the total paid-up shares, together sign a letter requesting the Board of Directors to convene the shareholders' meeting as the extraordinary meeting of shareholders, including clear statements of reasons and objectives for summon of the meeting in the said letter. In this case, the Board of Directors must arrange the shareholders' meeting within one month after receipt of the letter.

Article 38 For the summon of the shareholders' meeting, the Board of Directors is to prepare meeting invitation letter, including meeting venue, date, time, rules, agendas and matters to be proposed to the meeting with sufficient information. Each matter should be stated whether it is for acknowledgement, approval or consideration, including the opinions of the Board of Director for each matter. The meeting documents and information must be forwarded to the shareholders and the registrar not less than seven days before the meeting. Also, the said meeting invitation must be published in the newspaper for three consecutive days, not less than three days before the meeting.

The meeting venue can be at the Head Office of the Company or within the Province of the Head Office or other location as decided by the Board of Directors.

Article 39 For constituting the shareholders' meeting quorum, the number of shareholders and proxies from the shareholders (if any) must not be less than 25 persons or not less than half of the total number of shareholders and the total number of shares must not be less than one-third (1/3) of the total paid-up shares.

In case for any shareholders' meeting that the time has passed for more than one hour and the number of shareholders has not constitute a meeting quorum as specified. If the shareholders' meeting was not requested by the shareholders, a new meeting shall be summoned and the meeting invitation shall be forwarded to the shareholders not less than seven days before the meeting date. This latter meeting shall not be obliged to the meeting quorum rule.

Accordingly, the shares owned by the Company are not counted in the meeting quorum for the shareholders' meeting.

Article 40 For the shareholders' meeting, the Chairman of the Board shall preside as the Chairman of the Meeting. If there is no Chairman of the Board, or the Chairman of the Board is absent or cannot conduct the meeting, the Deputy Chairman of the Board (if available) shall preside as the Chairman of the Meeting. If there is no Deputy Chairman of the Board or he cannot conduct the meeting, the meeting shall appoint a shareholder attending the meeting to preside as the Chairman of the Meeting.

Article 41 For the shareholders' meeting, the shareholder may grant proxy to other person with legal age to attend and vote at the meeting.

The proxy form must be dated and signed by the shareholder granting proxy and in compliance with the Registrar's specification.

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

- (1) In the normal case, the resolution shall be based on the majority votes from all the votes of shareholders attending the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
- (2) In the following cases, the resolution shall be based on the number of votes not less than three-forth (3/4) of the total number of votes attending the meeting with voting right.
 - (A) Disposition or transfer of a whole or significant part of Company's business to other party.
 - (B) Acquisition or transfer of a whole or significant part of other company or private company to the Company.
 - (C) Execution, amendment or termination concerning with the leasing of Company's business in whole or significant part of the Company's business, appointment of other party to manage the Company's business or merging of business with



other party with objective to share equal profit and loss.

- (D) Amendment of the Company's Articles of Association.
- (E) Increase or reduction of the Company's registered capital.
- (F) Issuance of preferred shares, debentures, guarantee bonds, convertible debentures, warrants or bonds or other securities which can be performed according to the laws.
- (G) Termination of the Company.
- (H) Merging of Company with other company.
- Article 43 Matters to be conducted by the Annual General Meeting of Shareholders are as follows:
 - (1) Consideration of the report of the Board of Directors on the operating results of the previous year.
 - (2) Consideration and approval of the balance sheets and statements of income of the previous year.
 - (3) Consideration of the appropriation of earnings.
 - (4) Appointment of Directors retired by rotation.
 - (5) Appointment of the auditor and determination of audit fee.
 - (6) Other matters.

PROXY FORMS

Granting of Proxy

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

1. Form A General proxy form (simple form)

2. Form B Grantor stipulates certain matters and details

3. Form C Only for shareholder whom is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares

For the 29th General Annual Meeting of Shareholders (year 2014), if the shareholder is unable to attend the meeting, he/she may also grant proxy to the independent director as listed. The Company has prepared the proper proxy forms for this purpose.

For the shareholder who wishes to grant proxy for another person to attend the meeting, please choose only one type of Proxy Form A or Form B. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents in advance to Company Secretary, Diamond Building Products Public Co., Ltd., 69-70 Moo 1, Mitraphap Road, Km. 115, Talingchan, Muang, Saraburi 18000 within Thursday, April 24, 2014. Nonetheless, the Company reserves the right to consider only the proxy forms sent to the Company at above address before 15:00 hrs., Thursday, April 24, 2014.

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



20 Baht

Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

							r
* *							
_							
			ie iilding Products Puk		,		
holding a tota	al number of		shares and number	of votes equal to	0 v	otes as follows:	
	Ordinary sha	res	shares and number	of votes equal to	ov	otes	
(3)	Preferred sha Hereby grantir		shares and number	of votes equal to	o	votes	
1			Ageyears, re	esiding at No			
Road		Sub district		District			
Province		Postal Code	; o	r,			
2		<i>j</i>	Ageyears, re	esiding at No			
Road		Sub district		District			
Province		Postal Code	; o	r,			
3		<i>j</i>	Ageyears, re	esiding at No			
Road		Sub district		District			
only held on April Lumpini, Path	y one of above 25, 2014 at 1 humwan, Bang	0:00 hours, at the skok or at any adjo	o attend and vote ir	, 4 th Floor, Interco any other date, ti	ontinental Bar me and venue	ngkok Hotel, 971 e.	ers (Year 2014) to be 973 Ploenchit Road, espects.
			Signed			Grantor	
			()	
			Signed			Proxy	
			()	
			Signed			Proxy	
			()	
			Signed			Proxy	
Neter			()	

Notes:

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and all votes of a shareholder may not be split for more than one proxy.



Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007) **Duty Stamp** 20 Baht Made at..... Date......Year.... (1) I/We......Nationality..... (2) As a shareholder of Diamond Building Products Public Company Limited, Ordinary sharesshares and number of votes equal tovotes Preferred sharesshares and number of votes equal tovotes (3) Hereby granting proxy to: Road Sub district District Road Sub district. District Province Postal Code only one of above as my/our proxy to attend and vote in the 29th Annual General Meeting of Shareholders (Year 2014) to be held on April 25, 2014 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue. (4) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows; Agenda No. 1: Approval of the Minutes of the 28th Annual General Meeting of Shareholders (Year 2013) (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate. (B) The Proxy is authorized to vote according to my/our wish as follows: Disapprove Abstain Approve Agenda No. 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2013 (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate. (B) The Proxy is authorized to vote according to my/our wish as follows:

Disapprove

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

Disapprove

(B) The Proxy is authorized to vote according to my/our wish as follows:

Agenda No. 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31,

Abstain

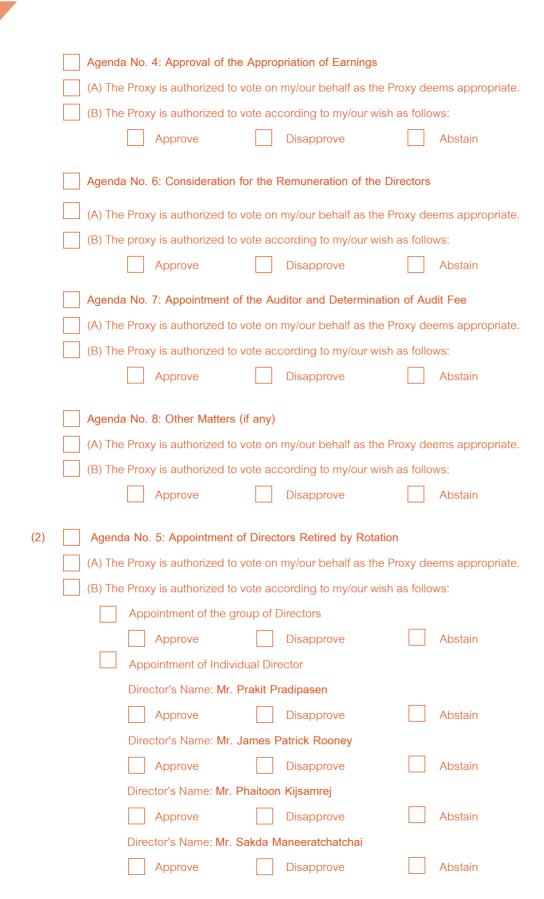
Abstain

Approve

2013

Approve

37





- (5) Should the voting by the Proxy in any agenda not as specified in this Proxy Form, the voting would be considered incorrect and not represent my vote as the shareholder.
- (6) If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any acts undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in every respect.

SignedGran	nto
()	
SignedPro	ху
()	
SignedProx	З
()	
SignedPro	оху
(

Notes:

- 1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
- 2. The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
- 3. In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form B) as attached.



Annex to the Form of Proxy Form B

Grant of proxy as a shareholder of Diamond Building Products Public Company Limited

At the 29th Annual General Meeting of Shareholders (Year 2014) to be held on April 25, 2014 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda	NoSubject:				
	(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
	(B) The Proxy is authorized to vote according to my/our wish as follows:				
	Approve	Disapprove	Abstain		
Agenda	NoSubject:				
	(A) The Proxy is authorized	to vote on my/our behalf as	the Proxy deems appropriate.		
	(B) The Proxy is authorized	to vote according to my/our	wish as follows:		
	Approve	Disapprove	Abstain		
Agenda	NoSubject:				
	(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The Proxy is authorized to vote according to my/our wish as follows:					
	Approve	Disapprove	Abstain		
Agenda	NoSubject:				
	(A) The Proxy is authorized	to vote on my/our behalf as	the Proxy deems appropriate.		
(B) The Proxy is authorized to vote according to my/our wish as follows:					
	Approve	Disapprove	Abstain		
Agenda	NoSubject:				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.					
(B) The Proxy is authorized to vote according to my/our wish as follows:					
	Approve	Disapprove	Abstain		



Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her

shares in the custody.) Annexed to Notice of Department of Business Development

Duty Stamp

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

	, '	
	20 Baht	
		Made at
		DateMonthYear
		Nationality
	•	Road
		Postal Code
Limi		o to the state of a blanched by blanking thousand the state of the blanking the blank
holo		shares and number of votes equal tovotes as follows:
		aresshares and number of votes equal tovotes paresshares and number of votes equal tovotes
	i lelelled si	aresvotes
	(2) Hereby grant	
Doo		
		Sub districtDistrict
		Sub districtDistrict
Prov		Postal Code; or, Ageyears, residing at No
Roa		Sub districtDistrict
Prov		Postal Code;
		e as my/our proxy to attend and vote in the 29 th Annual General Meeting of Shareholders (Year 2014) to be
		10:00 hours, at the Pinnacle Room 4-6, 4 th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, gkok or at any adjournment thereof to any other date, time and venue.
Luii	ıpını, r atnumwan, ban	grow of at any adjournment thereof to any other date, time and veride.
	(3) I/We authorize	e the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;
	Grant	ing proxy for all the shareholding with the right to vote
	Grant	ing partial proxy as follows:
		Ordinary shares of shares with right to number of votes votes
		Preferred shares of shares with right to number of votesvotes
	For a to	otal voting right ofvotes
	(4) I/We authorize	e the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;
	(1) Agon	da No. 1: Approval of the Minutes of the 28 th Annual General Meeting of Shareholders (Year 2013)
	(A) Th	ne Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
	(B) Th	ne Proxy is authorized to vote according to my/our wish as follows:
		Approvevotes Disapprovevotes Abstainvotes
	Agend	da No. 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2013
	(A) Th	ne Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
	(B) Th	ne Proxy is authorized to vote according to my/our wish as follows:
		Approve votes Disapprove votes Abstain votes



Agenda No. 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2013				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The Proxy is authorized to vote according to my/our wish as follows:				
Approvevotes Disapprovevotes Abstainvotes				
Agenda No. 4: Approval of the Appropriation of Earnings				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The Proxy is authorized to vote according to my/our wish as follows:				
Approvevotes Disapprovevotes Abstainvotes				
Agenda No. 6: Consideration for the Remuneration of the Directors				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The proxy is authorized to vote according to my/our wish as follows:				
Approvevotes Disapprovevotes Abstainvotes				
Agenda No. 7: Appointment of the Auditor and Determination of Audit Fee				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The Proxy is authorized to vote according to my/our wish as follows:				
Approvevotes Disapprovevotes Abstainvotes				
Agenda No. 8: Other Matters (if any)				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The Proxy is authorized to vote according to my/our wish as follows:				
Approvevotes Disapprovevotes Abstainvotes				
Agenda No. 5: Appointment of Directors Retired by Rotation				
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.				
(B) The Proxy is authorized to vote according to my/our wish as follows:				
Appointment of the group of Directors				
Approvevotes Disapprovevotes Abstainvotes				
Appointment of Individual Director				
Director's Name: Mr. Prakit Pradipasen				
Approvevotes Disapprovevotes Abstainvotes				
Director's Name: Mr. James Patrick Rooney				
Approvevotes Disapprovevotes Abstainvotes				

(2)



Director's Name: Mr. Phaitoon Kijsamrej
Approvevotes Disapprovevotes Abstainvotes
Director's Name: Mr. Sakda Maneeratchatchai
Approvevotes Disapprovevotes Abstainvotes
(5) Should the voting by the Proxy in any agenda not as specified in this Proxy Form, the voting would be considered incorrect and not represent my vote as the shareholder.
(6) If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.
Any acts undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in every respect.
SignedGrantor
()
SignedProxy
()
SignedProxy
()
SignedProxy
()

Notes:

- 1. The Proxy Form C is only used for the case that the shareholder in the registry book is a foreign investor with appointment of the custodian of shares in Thailand.
- 2. The evidence required along with the Proxy Form are as follows:
 - (1) Power of Attorney from the shareholder granting authority for the custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Document confirming that the signatory of the Proxy Form has custodian business license.
- 3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
- 4. The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
- 5. In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form C) as attached .



Annex to the Form of Proxy Form C

Grant of proxy as a shareholder of Diamond Building Products Public Company Limited

At the 29th Annual General Meeting of Shareholders (Year 2014) to be held on April 25, 2014 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda NoSubject:					
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.					
(B) The Proxy is authorized to vote according to my/our wish as follows:					
Approvevotes Disapprovevotes Abstainvotes					
Agenda NoSubject:					
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.					
(B) The Proxy is authorized to vote according to my/our wish as follows:					
Approvevotes Disapprovevotes Abstainvotes					
Agenda NoSubject:					
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.					
(B) The Proxy is authorized to vote according to my/our wish as follows:					
Approvevotes Disapprovevotes Abstainvotes					
Agenda NoSubject:					
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.					
(B) The Proxy is authorized to vote according to my/our wish as follows:					
Approvevotes Disapprovevotes Abstainvotes					
Agenda NoSubject:					
(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.					
(B) The Proxy is authorized to vote according to my/our wish as follows:					
Approvevotes Disapprovevotes Abstainvotes					



Curriculum Vitae of the Independent Directors

(In case of Shareholder granting Proxy to the Independent Director)

NAME-SURNAME: MR. ANUN LOUHARANOO

Position: Independent Director, Audit Committee Member and Nomination and

Remuneration Committee Member

Nationality: Thai

Age: 60 years

Address: 95/81 Soi Rarnkumhang 92, Saparnsoong, Bangkok 10240

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 Function (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 3 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 and Company Secretary,

Lanna Resources Plc.

• 2012-present Independent Director and Audit Committee Member, Thailand Carpet Manufacturing Plc.

(2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 5 companies as follows:

2008-present Director, PT. Singlurus pratama

2006-present Commissioner, PT.Lanna Mining Services2004-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

(3) Work Experience during the Past 5 Years:

1997-2012 Director, Lanna (Singapore) Pte.Ltd.

• 2004-2011 Independent Director and Audit Committee Member, Royal Porcelain Plc.

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Shareholding in the Company as of December 31, 2013 : 2,350,000 shares or 0.22%
- Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.



Curriculum Vitae of the Independent Directors

(In case of Shareholder granting Proxy to the Independent Director)

NAME-SURNAME: MR. WOODTHIKRAI SOATTHIYANON

Position in the Company: Independent Director and Corporate Governance Committee

Member

Nationality: Thai

Age: 60 years

Address: 488 Srinakharin Rd., Nongbon Sub-District Pravet District,

Bangkok 10250

Education:

- LL.B.,Ramkhamhang University
- Thai Barrister at Law
- Master of Public and Private Management, School of Public Administration, National Institute of Development Administration
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (DAP 89/2011)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2011-present Independent Director, Diamond Building Products Plc.

(Formerly named Diamond Roofing Tiles Plc.)

- (2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 1 company as follows:
 - 2008-present
 Managing Partner, Woodthikrai Soatthiyanon Law office
- (3) Work Experience during the Past 5 Years:
 - 2007-2008 Director, Ayudhya Allianz C.P. Life Plc.

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Shareholding in the Company as of December 31, 2013 : None -
- Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.



Curriculum Vitae of the Independent Directors

(In case of Shareholder granting Proxy to the Independent Director)

NAME-SURNAME: MR. THANIT PULIVEKIN

Position in the Company: Independent Director, Audit Committee Member and

Corporate Governance Committee Chairman

Nationality: Thai

Age: 63 years

Address: 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon Sub-District,

Pravet District, Bangkok 10250

Education:

B.SC (Chemical Engineering) , Chulalongkorn University

Work Experience:

(1) Currently holding Directorship and Executive positions in 1 listed company as follows:

Chairman, Diamond Building Products Plc. (Formerly named Diamond Roofing Tiles Plc.)

(2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 1

company as follows:

• 2011-present Director, Pattaya Grand Village Co., Ltd.

(3) Work Experience during the Past 5 Years:

• 2002-2010 Vice President-Technical and Engineering, Siam City Cement Plc.

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Shareholding in the Company as of December 31, 2013 : None -
- Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.





Submission of Inquiries Relating to the Agenda in the 29^{th} Annual General Meeting of Shareholders (Year 2014)

Shareholders can submit their inquiries relating the agenda in the 29th Annual General Meeting of Shareholders (Year 2014) to the Company via different channels as follows:-

- 1. Shareholders can submit inquiries together with personal information, as detailed below.
 - Name, address, telephone number, facsimile number and E-mail (if any) of shareholders
 - Inquiry on the agenda item and supplementary information (if any)
- 2. Channels for receiving inquiries
 - By E-mail Address: Corpcenter@dbp.co.th
 - By Facsimile: 0-3622-4187 by (Using the attached Form)
- 3. Period opened for submission of inquiries

Shareholders can submit their inquiries relating the agenda for the 29th Annual General Meeting of Shareholders (Year 2014), from March 21, 2014 until April 11, 2014.

Accordingly, the Shareholder may submit the inquiry from March 21, 2014 through April 11, 2014. The Company will consider answering inquiries submitted at the time of the 29th Annual General Meeting of Shareholders (Year 2014), through E-mail, facsimile, or any other communication channels as deemed appropriate.



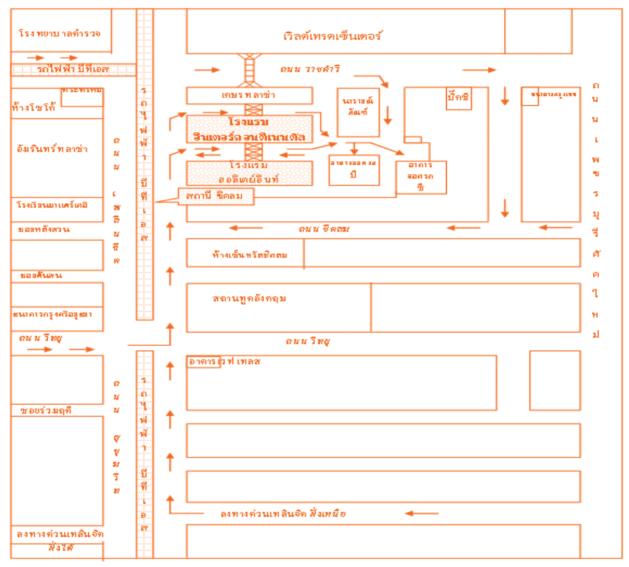
FORM OF INQUIRIES

FOR THE AGENDA OF THE 29TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2014)

1. Sharehold	der's Information
Name:	
Address:	
	lo.:Fax No.:
	ess:
	on the agenda in the 29 th Annual General Meeting of Shareholders (Year 2014)
	Approval of the Minutes of the 28 th Annual General Meeting of Shareholders (Year 2013)
	Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2013
'	
Agenda 3:	Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2013
Inquiries :	
Aganda 4:	Approval of the Appropriation of Earnings
	Approval of the Appropriation of Earnings
inquinoo .	
Agenda 5:	Appointment of Directors Retired by Rotation
Inquiries :	
	Consideration for the Remuneration of the Directors
Inquiries :	
Agenda 7 ·	Appointment of the Auditor and Determination of Audit Fee
	Appointment of the Addition and Betermination of Addition Co.
mquilles .	
Agenda 8 ·	Other matters (if any)
_	Cuter matters (ir any)
,	







Intercontinental Hotel Bangkok

971, 973 Ploenchit Road

Lumpini, Pathumwan, Bangkok 10330

Tel.: 0-2656-0444 Fax: 0-2656-0555

(Formerly Royal Meridian Hotel and Meridian President Hotel)

Public Buses: Line 2, 25, 40, PorOr. 1, PorOr. 11, BTS Skytrain Chidlom Station



Call Center: 0 2619 2333

Head Office:

69-70 Moo 1, Mitraphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000 Tel: 0-3622-4171-8 Fax: 0-3622-4187

Branch Office 1:

408/163-165, Paholyothin Place Bldg., 40th Floor, Paholyothin Road, Samsennai, Phayathai, Bangkok 10400 Tel: 0-2619-0742 Fax: 0-2619-0488

Branch Office 2:

269 Moo 3, Tambon Samran, Amphur Muang, Khon Kaen 40000 Tel: 0-4339-3390-1

Branch Office 3:

169-170 Moo 4, Mitraphap Road, Tambon Tan Diao, Amphur Kaengkhoi, Saraburi 18110 Tel: 0-3622-4171-8 Ext. 401-420



Diamond Building Products Public Company Limited

Call Center: 0-2619-2333
Website: www.dbp.co.th
Email: Corpcenter@dbp.co.th

