

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2016)
OF THE
DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The minutes of the 31st Annual General Meeting of Shareholders (Year 2016) of Diamond Building Products Public Co., Ltd., which was held on Monday, April 25, 2016 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 190 shareholders attending in person holding 49,890,863 shares and 128 shareholders granting proxies to attend the Meeting holding 707,504,437 shares, for a total of 318 persons with aggregate number of 757,395,300 shares or 72.27 percent of the all the issued shares and with voting right, which constituted a meeting quorum according to the Company's regulation. The following 12 directors attended this meeting (the Company's Board of Directors comprises of 12 directors).

Directors Attending the Meeting:

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|---------------------------------|--|
| 1) Mr. Prakit Pradipasen | Chairman of the Board |
| 2) Mr. Chaikut Srivikorn | Director and Nomination and Remuneration Committee Chairman |
| 3) Mr. Phaithoon Kijamrej | Director and Nomination and Remuneration Committee Member |
| 4) Mr. Sakda Maneeratchatchai | Independent Director and Audit Committee Chairman |
| 5) Mr. Anun Louharanoo | Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member |
| 6) Mr. Thanit Pulivekin | Independent Director, Audit Committee Member and Corporate Governance Committee Chairman |
| 7) Mr. Woodthikrai Soatthiyanon | Independent Director and Corporate Governance Committee Member |
| 8) Mr. Krit Phanratanamala | Director |
| 9) Mr. Warayu Pradipasen | Director |
| 10) Mr. Asanee Chantong | Director, Management Committee Chairman and Chief Executive officer |
| 11) Mr. Maitree Tawonatiwasna | Director, Management Committee Member and Deputy Chief Executive officer |
| 12) Mr. Satid Sudbuntad | Director, Management Committee Member, Corporate Governance Committee Member and Managing Director |

Director to be proposed as Director replacing Mr. Krit Phanratanamala attending the Meeting was Mr. Chatchai Teepsuwan.

Executive Attending the Meeting comprising of the following person:

- 1) Ms. Thanakarn Phanthapirat: Management Committee Member, Assistant Managing Director Accounting & Finance and Company Secretary

Representatives from KPMG Phoomchai Audit Ltd. comprising of the following 3 persons:

- 1) Ms. Bongkot Amsageam, certified public accountant no. 3684
- 2) Ms. Chanarat Chanwa, certified public accountant no. 9052
- 3) Ms. Suteera Kamolpattana, certified public accountant no. 11998

Representative from the Thai Investors Association: Mr. Surathin Chula-olarn

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 Mr. Pongpol Jakkarn (Corporate Marketing Section Manager) 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, 2015 until December 31, 2015. 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 31st Annual General Meeting of Shareholders (Year 2016) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 25, 2016 until April 18, 2016, 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. For this meeting, every meeting agenda is considered normal case except for meeting agenda no. 6, which is considered different case.
 - 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.
 - 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 on 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 using the Barcode system.

Meeting Commenced

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

AGENDA 1: TO ADOPT AND APPROVE THE MINUTES OF THE 30TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2015)

The Chairman proposed that the meeting consider for approval of the minutes of the 30th Annual General Meeting of Shareholders (Year 2015), which was held on Friday, April 24, 2015. 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 30th Annual General Meeting of Shareholders (Year 2015).

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 30th Annual General Meeting of Shareholders (Year 2015) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 30th Annual General Meeting of Shareholders (Year 2015) held on April 24, 2015 as proposed above, with the following number of votes:

Approved:	804,069,102	votes or	100.00	percent
Disapproved:	1,000	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	804,070,102	votes for those present at the meeting and eligible to vote.		

AGENDA 2: TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2015

The Chairman stated that for the operating results of year 2015, Mr. Satid Sudbuntad, Managing Director, was assigned to report on the operating results including other information during year 2015, which could be summarized as follows.

Operating Results of Year 2015: The Company had a total revenue of Baht 4,165 million, a decrease from the previous year of 1.48 percent but the net profit was Baht 331 million or an increase of 14.4 percent from the previous year, which was due to the reduction in production cost and raw material expenses, expansion of exports to neighboring countries, development of new products and reduction of financial expenses by having refinanced the long term loan in order to reduce interest payment and repaid some of the long term loan that had not reached its maturity to reduce interest payment by as much as Baht 16.28 million from the previous year.


Cash Flow from Operation in Year 2015: Although the Company's net profit in 2015 was Baht 331 million, the Company still had strong liquidity having cash flow from operation of Baht 701 million, which was sufficient for the long term loan payment of Baht 430 million, dividend payment of Baht 252 million and interest payment of Baht 34 million.

Company's Strategy for the Past Year: the following matters were undertaken.

- 1) Management of products and services to satisfy the requirements of various groups through strong distribution channels both in and out of the Country.
- 2) On logistics, management of effective delivery service for the customers was carried out in order to build confidence for customers throughout the Country that quality products will be received within specified time period.
- 3) On building brand reliability, the Company received TIS Year 2015 for concrete tiles for both Adamas and Concrete Ridges, received the industrial standard certification ISO 9001 – 2015 (the first manufacturer in the roofing industry sector to receive this certificate) including being ranked as reliable manufacturer of roofing tiles as well as wood and wood substitute products.
- 4) Building good relationship with both domestic and export sales agents by organizing development training program to increase competitiveness for both domestic and export countries.
- 5) Concerning with the marketing, various forms of communications have been utilized in order to reach the consumers as follows.
 - Advertising media through digital TV via Work Point channel as well as radio media which costs less including commercial advertisement of Jaturon concrete tile in 2015 and CT-Diamond made in 2016.

- Printed media advertising in the property sector as well as in the new generation people group including various artworks introducing roofing and board for Diamond brand product recognition.
 - Development training of sales agents and local technicians for knowledge of new products, product installation and training of store sales staff, participation in the Home and Garden Fair, etc.
 - It should be accepted nowadays that construction materials have become and included in the consumer product sector with regard to consumers' behavior and therefore, new and creative marketing strategy and methods are required such as discount, exchange, giveaway, giving extra or after sales services.
 - Product display in large retail stores or mega-stores in the provincial regions where currently the Company introduces variety of products designed to meet consumers' requirements, providing opportunity for higher sales of products at the stores.
- 6) On the financial aspect, the Company has managed to attain strong liquidity and debt to equity ratio of less than 1.

Management in other areas including:

- CSR Activities: The Company mostly organized such activities within the communities surrounding the Company. One of the projects which had been organized for the past several years was “**Diamond Heart Technicians**” Project. In 2015, the Project was carried out in cooperation with the Phra Dabot Foundation to build a model house based on the New Theory on agricultural demonstration plot at the Luk Phra Dabot Project, Bangphli District, Samutprakarn Province.
- Corporate Governance: In 2015, the Company was placed in the “Excellent” group with a five-star award () and had received an “Excellent” rating with full 100-point for AGM assessment on the listed companies by the Thai Investors Association (TIA) for 5 consecutive years from 2011 to 2015. The Company also received the Anti-Corruption Certificate as member of the Private Sector Collective Action Coalition Against Corruption (CAC) and received the ESG 100 from the Thaipat Institute and became the member of the Partnership Against Corruption for Thailand (PACT Network).

Guideline on Company's business plan and operation in 2016 were summarized as follows:

- Growth target was set at 5 percent.
- Focus on export market expansion.
- Introduce new roofing and board products.
- Be concentrated in cost reduction to maintain gross profit ratio.
- Reduction of financial obligation, reduction of interest expense and increase liquidity to attain sufficient cash flow for continuous business operation.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry

Shareholder Mr. Surathin Chula-olarn, proxy and representative from the Thai Investors Association, congratulated the Company for having received the CAC Certification and wished to know whether or not the Company would extend this program to the trading partners and how.

Director Mr. Asanee Chantong, Chief Executive officer, clarified that the Company was working on a lot of tasks internally with regard to anti-corruption matter, which had only been started for a year entering into the second year and therefore, extending this CAC program to the trading partners would have to be waited just a little bit longer.

Shareholder Ms. Chaweewan Cheoyonanan, minority shareholder, wishing to see the Company's continuing progress, inquired whether or not the Company had any new innovation on roofing products as she had seen on the news that in Israel, there were solar cell readily installed on the rooftop and siding board also, displaying innovative and advanced products. Should the Company have such innovation on Company's products as required by the consumers, there would not be much competition. Therefore, she wished to learn about the Company's plan on this issue and suggested that the Company should go abroad to Israel for a tour of inspection and learning.

Chairman The Chairman clarified that the Company had continuously considered and attempted on new ideas not only in roofing products but also on all construction materials. During the past 10 years, the Company had expanded its manufacturing plants and business operation every year until the last 2 years when the competition became fierce where every competitor simultaneously increased their production capacity. Therefore, the Company should wait a little bit on the business expansion. However, the Company had never stopped on innovation and development, including the solar cell roof, which was under study by the Company. The Chairman thanked the shareholder for the suggestion on visiting trip to Israel.

Shareholder Mr. Thinnapop Wanprasopsuk, minority shareholder, inquired about the level of competition on the export market as compared with the domestic market and the margin including transportation cost.

Director Mr. Satid Sudbuntad, Managing Director, clarified that the Company had been in the export market for more than 10 years. It was well aware of the slowdown in growth of the domestic market during the past 2-3 years. Nonetheless, the demand for construction materials from the bordering countries was still high with convenient transport and similar weather condition. During the past 10 years, the Company's sale proportion was about 50 percent into Cambodia and 20 percent into Laos. The highlight was Myanmar which had significant growth increase. The Company had been selling its products into Myanmar for more than 10 years already. The Company had targeted export growth increase from 16 percent to 20 percent within 3 years. As mentioned earlier, the highlight was Myanmar with potential sale growth.

Shareholder Mr. Thinnapop Wanprasopsuk, minority shareholder, inquired whether or not the margin of export market was better than that of domestic market.

Director Mr. Satid Sudbuntad, Managing Director, clarified that the best margin at this time was the sale to export market due to less pricing competition and acceptable products.

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 2015 as presented above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2015 as presented above.

AGENDA 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2015

The Chairman proposed that the meeting consider the balance sheets and statements of income for the year ended December 31, 2015 which had been audited by the certified auditor, KPMG Phoomchai Audit Co., Ltd. and published in the Annual Report 2015 (in CD-ROM format) including the analysis on the financial status and operating results of the Company for year 2015, 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 2015 (in CD-ROM format).

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2015 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, 2015 as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2015 as presented above with the following number of votes:

Approved:	805,900,925	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	805,900,925	votes for those present at the meeting and eligible to vote.		

AGENDA 4: TO CONSIDER AND APPROVE 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 according to the separate financial statements 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 0.25 per share or 76 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no. 1/2015 on September 25, 2015 at Baht 0.12 per share. Therefore, there remains a dividend of Baht 0.13 per share for the dividend payment no. 2/2015 to the shareholders, which is expected to be paid on May 23, 2016 to the eligible shareholders having their names appear on the share register book on the Record Date of March 11, 2016 and must be approved at the 31st Annual General Meeting of Shareholders (Year 2016). 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 20 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, 2015 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, 2015, as presented above with the following number of votes:

Approved:	805,901,730	votes or	100.00	percent
Disapproved:	1,000	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	805,902,730	votes for those present at the meeting and eligible to vote.		

AGENDA 5: TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

The Chairman stated that during the Annual General Meeting of Shareholders (Year 2015), the following 4 Directors would be retired by rotation; namely (1) Mr. Maitree Tawonatiwasna (2) Mr. Woodthikrai Soatthiyanon (3) Mr. Thanit Pulivekin and (4) Mr. Krit Phanratanamala.

Since this year, Mr. Krit Phanratanamala had notified that he would not accept the reappointment after the end of his office term, the Board of Directors wished to thank Mr. Krit for working together with the Company for 5 years since year 2011, having been the person who provided suggestions and recommendations that were beneficial to the Company's business operation throughout his term, contributing to Company's progress and development thus far.

Moreover this year, the Company had lost the other Director, Mr. James Patrick Rooney, who passed away on October 5, 2015, having been the Company's Director since year 2003 and played important role in taking the Company into listing with the Stock Exchange of Thailand, as well as supervised and provided suggestions and recommendations that were beneficial to the Company's business operation throughout his term. The Board of Directors wished to express deepest regret and sympathy for the loss of Mr. James Patrick Rooney and wished to inform the shareholders on this matter.

The Company has established rule for the nomination of directors by going through the Nomination and Remuneration Committee (NRC) and therefore the NRC Committee was requested to explain about the rule for consideration and nomination of individuals for replacement of the directors retired by rotation. Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, was requested to explain such rule concerning the nomination of directors.

Mr. Chaiyut Srivikorn stated that during the meeting of NRC Committee on January 18, 2016, individuals were considered and nominated for the directorship positions replacing those directors retired by rotation by considering qualifications in several aspects and resolved to propose for the appointment of the following individuals as the Directors, replacing those Directors whom are retired by rotation, 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 the three Directors, namely Mr. Maitree Tawonatiwasna, Mr. Woodthikrai Soatthiyanon and Mr. Thanit Pulivekin, who are being nominated for the re-appointment for another term of office, have always performed their duties well during the past year, having made various suggestions which were beneficial to the Company during the meetings, and have attended every Board of Directors' Meetings totaling 12 meetings. The works performed by these three Directors retired by rotation can be summarized as follows.
 - (3.1) **Mr. Maitree Tawonatiwasna**, currently the Director, Management Committee Member and Deputy Chief Executive Officer, oversees the production and engineering part of operation. He has performed his duties well in the past, having managed, developed and improved the manufacturing process for better efficiency and cost reduction, as well as continuously increased production capacity such as the NT-9 and NT-10 production lines for manufacturing various types of synthetic wood as required by the market and the autoclaved aerated concrete (AAC) production line at Saraburi Province and Chiang Mai Province, as well as expansion of concrete tile production line into the provincial area such as Khon Kaen Province, etc. The Company should benefit from his longstanding expertise in engineering and manufacturing for Company's future operation.
 - (3.2) **Mr. Woodthikrai Soatthiyanon**, currently the Independent Director and Corporate Governance Committee Member, has performed his duties well in the past, having offered independent and straightforward opinions. He possesses knowledge, capability, experience and expertise in the laws and regulations concerning with the corporate governance, giving suggestions on compliance with relevant laws and regulations which can be beneficial for the Company's future operation.

(3.3) **Mr. Thanit Pulivekin**, currently the Independent Director, Corporate Governance Committee Chairman and Audit Committee Member, has performed his duties well in the past, having offered independent and straightforward opinions. He possesses knowledge, capability, experience and expertise in various fields, especially in engineering, quality and environment area. He has knowledge in the laws and regulations concerning with the corporate governance. He is also an advisor giving suggestions on the prevention and anti-corruption program of the Company until the Company has become the member of the Private Sector Collective Action Coalition Against Corruption (CAC) in 2015, which can be considered beneficial for the Company's future operation.

- (4) Due to the notification of Mr. Krit Phanratanamala informing that he would not accept the reappointment as the Director of the Company after his office term has ended, the Company's Board of Directors shall therefore propose to appoint Mr. Chatchai Teepsuwan for the Director position, replacing Mr. Krit Phanratanamala, whose office term shall be ended on the 31st Annual General Meeting of Shareholders (Year 2016) dated April 25, 2016, as recommended by the Nomination and Remuneration Committee.

Accordingly, Mr. Chatchai Teepsuwan, possesses appropriate qualifications to become the director of the listed company in accordance with the regulation of the Company. He also possesses knowledge, capability, experience and expertise in various fields, especially in the finance and investment area and can provide suggestions for the Company on effective financial and investment management, which can be beneficial for the Company's future operation.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry

Shareholder Mr. Surathin Chula-olarn, proxy and representative from the Thai Investors Association, inquired whether or not any Independent Director retired by rotation at this time had been in the independent director position for more than 9 years.

Chairman The Chairman clarified that there was no Independent Director retired by rotation at this time had been in the independent director position for more than 9 years.

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 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:	803,248,715	votes or	99.66	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	2,738,415	votes or	0.34	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	805,987,130	votes for those present at the meeting and eligible to vote.		

- 2) The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Woodthikrai Soatthiyanon**, the Independent 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 Independent 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:	806,018,530	votes or	100.00 percent
Disapproved:	-	votes or	0.00 percent
Abstained:	17,900	votes or	0.00 percent
Voided Ballots:	-	votes or	0.00 percent
Of the total	806,036,430	votes for those present at the meeting and eligible to vote.	

- 3) The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Thanit Pulivekin**, the Independent 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. Thanit Pulivekin**, the Independent 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:	806,081,830	votes or	100.00 percent
Disapproved:	-	votes or	0.00 percent
Abstained:	17,900	votes or	0.00 percent
Voided Ballots:	-	votes or	0.00 percent
Of the total	806,099,730	votes for those present at the meeting and eligible to vote.	

- 4) The Chairman proposed that the shareholders' meeting consider appointing **Mr. Chatchai Teepsuwan**, to be the Director in place of Mr. Krit Phanratanamala who had notified that he would not take up the position of Director again at the end of his office term.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of **Mr. Chatchai Teepsuwan**, to be the Director in place of Mr. Krit Phanratanamala who had notified that he would not take up the position of Director again at the end of his office term as proposed above, with the following number of votes.

Approved:	806,081,830	votes or	100.00 percent
Disapproved:	-	votes or	0.00 percent
Abstained:	17,900	votes or	0.00 percent
Voided Ballots:	-	votes or	0.00 percent
Of the total	806,099,730	votes for those present at the meeting and eligible to vote.	

AGENDA 6: TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

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

Mr. Chaikut 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 rule for consideration of the remunerations by passing through consideration of the NRC Committee by screening and comparing reference from the industry within the same sector in the Stock Exchange of Thailand and considering the yearly operating results. Accordingly, the shareholders' meeting was proposed to consider and approve the remunerations of the Directors for year 2016 at the same rate as year 2015, according to details attached with the meeting invitation that had been forwarded to every shareholder in advance, which can be summarized as follows.

- 1) The Company's Board of Directors receives the following directors' remunerations:
 - 1.1) The monthly remunerations for the Board of Directors are 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) The annual remunerations or bonuses for the Directors shall remain the same with the Chairman of the Board and the Directors receiving Baht 200,000 each.
- 2) The two sub-committees receive the following remunerations, which are at the same rates as before:
 - 2.1) The Audit Committee comprising of 3 members receives a fixed monthly remunerations which are to be kept the same as follows; The Chairman of the Audit Committee receiving Baht 30,000 per month and the other 2 Audit Committee Members receiving Baht 20,000 per month each.
 - 2.2) The NRC Committee comprising of 3 members receives a fixed monthly remunerations which are to be kept the same as follows: The Chairman of the NRC Committee receiving Baht 20,000 per month and the other 2 NRC Committee Members receiving Baht 10,000 per month each.

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 2015 according to details as proposed above. The resolution for this agenda must be approved at shareholders' meeting with no less than two-third ($\frac{2}{3}$) 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 2016, as presented above with the following number of votes:

Approved:	773,633,630	votes or	95.96 percent
Disapproved:	-	votes or	0.00 percent
Abstained:	32,536,100	votes or	4.04 percent
Voided Ballots:	-	votes or	0.00 percent
Of the total	806,169,730	votes for those present at the meeting and eligible to vote.	

AGENDA 7: TO CONSIDER THE APPOINTMENT OF THE AUDITOR AND DETERMINATION OF 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. Sakda Maneeratchatchai, Audit Committee Chairman, was assigned to mention the rules and criteria in selecting the auditor and determining the audit fee for year 2016 in this meeting agenda.

Mr. Sakda Maneeratchatchai 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 previous 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 and approve the appointment of the previous auditor for year 2016 from KPMG Phoomchai Audit Ltd.; namely (1) Ms. Bongkot Amsageam, certified public accountant registration no. 3684; or (2) Mr. Thanit Osathalert, certified public accountant registration no. 5155; or (3) Mrs. Wilai Buranakittisopon, certified public accountant registration no. 3920, to be the Company's financial auditor for year 2016, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2016, totaling Baht 1,410,000, an increase from year 2015 by 2.92 percent.

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 the previous auditor from KPMG Phoomchai Audit Ltd. as the auditor of the Company for year 2016 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 Mr. Thanit Osathalert, certified public accountant registration no. 5155; or Mrs. Wilai Buranakittisopon, certified public accountant registration no. 3920 of KPMG Phoomchai Audit Ltd., to be the financial auditor for year 2016, having the yearly audit fee of Baht 730,000, the three quarterly reviews of Baht 120,000 each quarter and the preparation of four quarterly consolidated financial statements of Baht 80,000 each quarter, totaling Baht 1,410,000, which is an increase of 2.92 percent from year 2015, as recommended by the Audit Committee, with the following number of votes.

Approved:	806,155,541	votes or	100.00 percent
Disapproved:	-	votes or	0.00 percent
Abstained:	17,900	votes or	0.00 percent
Voided Ballots:	-	votes or	0.00 percent
Of the total	806,173,441	votes for those present at the meeting and eligible to vote.	

AGENDA 8: OTHER MATTERS

The Chairman provided opportunity for the shareholders to express opinion and make inquiry

Shareholder Mr. Pichet Hutayon, minority shareholder, inquired about the marketing situation of the Company since January 2016. Which products have had an overall increase in sales and sale promotion or whether or not there were any changes or improvements?

Director Mr. Satid Sudbuntad, Managing Director, clarified that the overall marketing situation during the first quarter 2016, which was normally a selling season but this year was considered unusual. Products having good growth rate, especially in the domestic market, are those in the group of synthetic wood by which the Company had introduced variety of new products during the past years. For export market, sales of roofing and board products have continued to grow.

Shareholder Mr. Pichet Hutayon, minority shareholder, inquired about the rate of sale growth considering the present situation.

Director Mr. Satid Sudbuntad, Managing Director, clarified that the Company had targeted a 5-percent growth for this year.

Shareholder Mr. Chanont Charoenrat, minority shareholder, inquired about the fierce competition and variety of Company's products. He stated that the increase in profit in the past year was the result of cost control and reduction and reduction of debt obligation and suggested that during the sale of product, other products of the Company should also be introduced to the customer instead of just the sale of roofing products, which should increase the profit. He asked about the Company's policy on this aspect, whether or not the Company had a policy or staff responsible for these services.

Director Mr. Satid Sudbuntad, Managing Director, clarified that during the past year, the Company participated in the Home and Garden Fair to introduce all of Company's products to the general consumers. In addition, the Company has set up a call center (Tel. 0-2619-2333) for providing advices including service teams. Moreover, the Company has placed product consultants (PC) at the large retail stores such as Thai Watsadu and Global House to introduce Company's products. For other matters such as technical issues, the Company also has working team to assist and provide advice on home building at the Company center.

Chairman The Chairman further stated that the Company normally offered various products altogether to the customer. For instance, roofing sale would be offered along with installation service.

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 11:14 hrs.



Mr. Prakrit Pradipasen
Chairman of the Meeting



Ms. Thanakarn Phanthapirat
Company Secretary
Meeting Minutes Taker