

AGENDA 6

TO CONSIDER THE REMUNERATIONS OF THE 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 per person. 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 the past year 2016, the 31st Annual General Meeting of Shareholders (Year 2016) resolved to approve the annual bonus for the Directors as follows; the Chairman of the Board and Directors received Baht 200,000 each person.

(2) The other two Sub-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).

(3) The Company does not provide any other remuneration or offer any other privileges to the Directors other than what mentioned in (1) and (2) above.

The remunerations paid to each of the Directors during year 2016 and scope of duties and responsibilities of each Committee have been disclosed in the Annual Report Year 2016 (in CD-ROM format) on page 68, under the section titled “Remunerations for Directors, Executives and Employees” 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. 297 (1/2017) dated January 30, 2017 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 2016. Therefore, the Board of Directors’ opinion is to propose to the Shareholders’ Meeting to consider approving the Directors’ remunerations for year 2017, which can be summarized as follows:

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

(1.1) Fixed monthly remuneration shall be kept the same as before with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month per person.

(1.2) Since the Company's operating results in year 2016 were higher than the established plan, the annual bonus for the Directors shall be proposed at Baht 300,000 for the Chairman of the Board of Directors and Baht 250,000 for each of the Directors.

(2) Monthly remunerations for the two Sub-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 2017.

In comparison of information with the remunerations of directors of listed companies of which survey was conducted by the Thai Institute of Directors (IOD) in year 2016 on 228 listed companies, the Company's remunerations of directors are compared and shown below.

(1) The Board of Directors

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	70,086	7,500	390,000	33,301	4,167	173,000
Building & Construction Materials Sector	57,703	20,000	216,000	33,750	10,000	144,000
Diamond Building Products Public Co., Ltd.	80,000			50,000		

(2) The Audit Committee

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	29,848	3,500	135,000	21,444	2,917	110,000
Building & Construction Materials Sector	29,293	10,000	50,000	20,950	5,000	35,000
Diamond Building Products Public Co., Ltd.	30,000			20,000		

(3) The Nomination and Remuneration Committee (NRC)

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	28,533	833	116,000	20,216	2,500	62,400
Building & Construction Materials Sector	11,667	3,333	20,000	6,667	3,333	10,000
Diamond Building Products Public Co., Ltd.	20,000			10,000		

(4) Annual Remunerations or Bonuses for the Directors

Description (Unit: Baht per person per year)	Chairman's Bonus			Directors' Bonus Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	836,109	20,000	7,200,000	566,158	13,000	4,800,000
Building & Construction Materials Sector	1,102,651	130,000	7,200,000	741,243	100,000	4,800,000
Diamond Building Products Public Co., Ltd.	300,000			250,000		

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.