

**MINUTES OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2005  
OF THE  
DIAMOND ROOFING TILES PUBLIC COMPANY LIMITED**

The meeting was held on Tuesday, April 12, 2005 at 10:00 hrs. at the Main Meeting Room, 2<sup>nd</sup> Floor, Building 1, 69-70 Moo 1, Mitraphap Road, Talingchan, Muang, Saraburi.

Mr. Prakit Pradipasen, presided as the Chairman of the Shareholders' Meeting by which he stated that this Shareholders' Meeting had shareholders attending in person and granting proxies to attend the meeting for a total of 16 persons, with an aggregate total amount of 159,939,960 shares or 99.96 percent of the total paid-up shares (total number of shares is 160,000,000 shares) constituting a quorum. The Chairman officially commenced the Meeting and proceeded in accordance with the following agendas:

**AGENDA 1 :APPROVAL OF THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO. 1/2548**

The Chairman proposed to the meeting to consider for approval the minutes of the Extraordinary General Meeting of Shareholders No. 1/2548 which was held on January 10, 2005. The minutes of said meeting were forwarded to shareholders in advance along with the meeting invitation and proposed for approval.

**Resolution:** The Shareholders' Meeting considered and unanimously resolved to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2548 without any objections.

**AGENDA 2:ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2004 AND APPROVAL OF THE BOARD OF DIRECTORS' ANNUAL REPORT**

The Chairman proposed to the meeting to consider for approval the Report of the Board of Directors on the Operating Results of Year 2004 (details appeared on the report presented to the meeting), and approval of the Board of Directors' Annual Report, of which details appear attached herewith and were forwarded to shareholders in advance along with the meeting invitation and proposed for approval.

**Resolution:** The Shareholders' Meeting considered and unanimously resolved to acknowledge and approve of the report of the Board of Directors on the Operating Results of Year 2004 and the Board of Directors' Annual Report as presented.

**AGENDA 3:APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME ENDING DECEMBER 31, 2004**

The Chairman proposed to the meeting to consider for approval the Balance Sheets and Statements of Income for year ended December 31, 2004 which have been audited by a certified public accountant according to the copies of Balance Sheets and Statements of Income that were proposed to the Shareholders' Meeting.

**Resolution:** The Shareholders' Meeting considered and approved of the audited Balance Sheets and Statement of Income for year ended December 31, 2004, as presented.

**AGENDA 4:APPROVAL OF THE APPROPRIATION OF EARNINGS AND PAYMENT OF DIVIDENDS FOR OPERATING YEAR ENDED DECEMBER 31, 2004**

The Chairman had informed the Meeting that according to the Public Limited Companies Act stipulating that the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital. Thus, for the operating year ended December 31, 2004, the Company had a total net profit of 215,464,765 Baht. The Chairman proposed for the appropriation of earnings of 11,000,000 Baht be set aside as the statutory reserved as required by the law and that a dividend payment to shareholders of 0.75 Baht per share or total sum of 120,000,000 Baht, be paid out to shareholders whose names appear in the shareholder registry as of April 4, 2005. The dividend shall be paid on April 29, 2005.

**Resolution:** The Shareholders' Meeting considered and unanimously resolved to approve of the appropriation of earnings and the dividend payment as proposed.

**AGENDA 5:APPOINTMENT OF DIRECTORS RETIRED BY ROTATION AND CONSIDERATION FOR REMUNERATION FOR THE DIRECTORS**

The Chairman had informed the Meeting that as per legal requirement by law according to Article No. 11 of the Company's Articles of Association, corresponding to Paragraph 2, Section 71 of the Public Limited Company Act B.E. 2535, 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. The directors to be retired in the first and second year after the company's listing shall be done by drawing lots. For subsequent years, the directors in position the longest shall be retired. For the Annual General Meeting of Shareholders Year 2005, as being the first year after listing as a public company, the following directors who have drawn lots to be retired are as follows:

1. Mr. Prakit Pradipasen
2. Mr. James Patrick Rooney
3. Mr. Phaithoon Kijsamrej

The Chairman proposes that the stated directors who are to be retired by rotation, be proposed for re-appointment for another term and proposes a monthly remuneration for directors in the sum of not more than 3,800,000 Baht per year for 2005 and approval of payment of an annual remuneration for 2004 for directors and company advisors of the sum not to exceed 1,250,000 Baht.

**Resolution:** The Shareholders' Meeting considered and unanimously resolved to approve the re-appointment of said directors and approve the proposed monthly remuneration for the directors in 2005 and the annual remuneration for directors and advisors in 2004.

**AGENDA 6:APPOINTMENT OF THE AUDITOR AND DETERMINATION OF THE AUDIT FEE**

The Chairman proposed to the meeting to consider for approval the appointment of Mr. Winid Silamongkol, certified public accountant no. 3378 or Mr. Thirdthong Thepmongkorn, certified public accountant no. 3787 or Ms. Bongkot Umsageam, certified public accountant no. 3684 of KPMG Phoomchai Audit Limited to be the auditor for the company with the yearly audit fee of not more than 850,000 Baht per year, excluding other expenses.

**Resolution:** The Shareholders' Meeting considered and unanimously resolved to approve the appointment of the proposed auditor and the proposed audit fee.

**AGENDA 7: CONSIDERATION OF OTHER MATTERS**

No other matters were proposed for consideration.

The Chairman moved to close the meeting at 11:30 hrs.



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Mr. Prakrit Pradipasen  
Chairman



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Ms. Thanakarn Phanthapirat  
Secretary to the Meeting