

MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2011)
OF THE
DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The meeting was held on Friday, April 8, 2011 at 10:00 hrs. at the Salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204 Ratchadapisek Road, Huaykwang, Bangkok.

Mr. Prakrit Pradipasen, presided as the Chairman of the shareholders' meeting by which he stated that this Shareholders' Meeting had 143 shareholders attending in person holding 50,945,456 shares and 139 shareholders granting proxies to attend the Meeting holding 797,457,721 shares, for a total of 282 persons with aggregate number of shares of 848,403,177 shares or 85.04 percent of the total number of shares, which constituted a meeting quorum according to the Company's regulation. The following 12 directors attended this meeting (the Company's Board of Directors comprises of 12 directors).

Directors Attending the Meeting:

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| 1. Mr. Prakrit Pradipasen | Chairman of the Board |
| 2. Mr. James Patrick Rooney | Director |
| 3. Mr. 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 Sales & Marketing |
| 10. Mr. Maitree Tawonatiwasna | Director, Management Committee Member and Deputy Managing Director Production & Engineering |
| 11. Mr. Krit Phanratanamala | Director |
| 12. Mr. Woodthikrai Soatthiyanon | Independent Director |

Executives Attending the Meeting:

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| 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 |

Representative of the Company's Auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., present the meeting as follows.

1. Mr. Montree Panichkul, certified public accountant no. 3461
2. Ms. Wimolwan Kutrakul, certified public accountant no. 9021

Observer in the General Meeting of Shareholders for the Stock Exchange of Thailand attending this meeting was Ms. Krittima Srikunarak.

Before entering upon the meeting agendas procedure and to properly conduct the meeting in a correct and complete manner and covering all aspects as established by the law, the Chairman assigned Mr. Jetepong Jakkarn (Public Relations Officer) 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 November 1, 2010 until December 31, 2010. 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 26th Annual General Meeting of Shareholders (Year 2011) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 14, 2011 until April 1, 2011, 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, the Chairman shall inform the shareholders before voting in such particular 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 EXTRAORDINARY MEETING OF SHAREHOLDERS NO.1/2011

The Chairman proposed that the meeting consider for approval of the minutes of the Extraordinary Meeting of Shareholders No.1/2011, which was held on Wednesday, January 12, 2011. 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 Extraordinary Meeting of Shareholders No.1/2011.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the meeting was requested to consider and approve the minutes of the Extraordinary Meeting of Shareholders No.1/2011 as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the Extraordinary Meeting of Shareholders No.1/2011 held on January 12, 2011 as proposed above, with votes as follows:

Approved:	848,364,183	votes or	99.99	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	103,000	votes or	0.01	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 848,467,183 votes of 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 2010

The Chairman stated that the Company achieved good operating results during the past year 2010, which were in line with the established target plan. The Chairman assigned Mr. Asanee Chantong, Managing Director and Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, to report on the operating results, including other information of the Company during year 2010. Accordingly, the Company had provided the information in the Annual Report Year 2010 and forwarded in advance to every shareholder along with this meeting invitation. The Company had prepared a PowerPoint slide presentation to report on the operating results of year 2010 which can be summarized as follows.

Mr. Asanee Chantong, Managing Director, reported to the meeting that Company had changed its name and logo from the previous blue to a new red which appears excited and modern, coupled with the change of letters of the Company's name to a more modern look in order to create a modern and energetic image for the Company, ready to move forward and create prosperity for the Company and provide good return to the shareholders.

For the past operating results of year 2010, the Company's sales revenues were Baht 3,303.53 billion, an increase of 19% from year 2009, which is regarded as the first year that the Company achieved revenues of over Baht 3 million. Part of this came from new products from the new NT-9 production line, which several shareholders had already visited. Its machinery is regarded as one of the most technological advanced machinery of the Company.

The Company had three main distribution channels including sales through local representatives, sales through projects and export to overseas countries. In the past year 2010, sales through local representatives, which is the Company's main channel, grew 16.41%; sales through projects grew over 100% at 101.65%; and export to overseas countries expanded by 4.60%.

As for the production in 2010, the Company could produce more than 600,000 tons per year for the first time. In the past December 2010, the Company expanded its concrete tile production capacity for additional 40,000 tons per year, making the total production capacity for year 2011 at over 680,000 tons per year.

The profit in 2010 grew 20% from year 2009 in the same direction with the sales revenues, having net profit of Baht 452.78 million, and equivalent to the net profit margin of 13.71%. As for the dividend payment for this year, the Company proposed dividend payment of Baht 0.36 per share, which was 20% more than that of year 2009, which is considered high. Moreover, in order for the Company to continuously expand to support the sales growth, the Company had invested in expansion of production capacity by adding a new NT-10 production line, which the continuation from NT-9, with machinery having similar type and characteristics as compared to NT-9. The production line would produce non-asbestos products including boards and siding boards. The investment cost for this production line was Baht 480 million. The Company had commenced this project since February 8, 2011 and presently the equipment and machinery are being ordered and procured. The production capacity is about 20% higher than NT-9. Installation period would take 16 months and it is expected to be completed in the middle of year 2012.

Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, reported to the meeting for acknowledgement of the competitive strategies, marketing activities and performance of the Sales & Marketing Department, including other information of the Company during the past year 2010, which can be summarized as follows.

For the Company's products, which previously the main products were in the roofing tiles group; however, currently the products are categorized into five main groups as follows.

Group No. 1: Roofing Tiles include concrete tiles of both corrugated and flat types and ridges. Adamas and Jearanai tiles are popular products among the middle to upper market customers. Roman tiles, small corrugated tiles and ridges are popular among up-country market due to their lightweight and easy installation.

Group No. 2: Boards and Ceiling Products include boards, ceilings, gypsum board and laminated wood. Gypsum board and laminated wood are OEM products as the Company has strong distribution channels with sales representatives throughout the Country, ready to push forward various types of products. This was the reason for the Company to change its name from Diamond Roofing Tiles Public Co., Ltd. to Diamond Building Products Public Co., Ltd. in order to continuously expand in the construction materials sector.

Group No. 3: Siding Board Products is the group that has satisfactory growth including products such as siding boards, eaves, trim, lathes, wall skirt and floor plank.

Group No. 4: Special Products Due to the fact that the composition of roofing system consists of structure, insulation and accessories for roof installation, which is convenient and availability of the Company to include these products for sales along with the roofing tiles by which the Company had already made introduction early this year. It was expected that truss business would be the additional product for the Company starting from the middle of this year. Currently, several companies has engaged in the truss business; however, since the Company already has roofing products and therefore, introducing them along with the truss should add more revenues to the Company and would be more convenient for the customers. As for the sunshade and water tank, the Company distributed them through sales representatives and sold through modern trade. Accordingly, by having products or accessories that were convenient to install and therefore the Company had started to push forward the products within this group and also utilized them as the Company's product development.

Group No. 5: Service Provider includes rendering services starting from model reproduction to calculate the number of tiles required for the roof including accessories, roof installation service with quality guarantee provided, as well as installation of laminated floor tiles and transport and delivery of the products, which is the main factor. Currently, the Company delivers products on ground using large trucks. If within 300 kilometers distance, the Company shall use a 6-wheeler truck for product delivery. As for distant locations such as the Southern region, the Company might deliver the products by vessel but the quantity must be large enough to save the transport cost. As for logistics management, which is considered very important in the Company's business operation, the Company has entered into several external shipping companies which should be regarded as important trading partners of the Company due to the fact that these shipping companies deliver the products on behalf of Diamond Building Products Public Co., Ltd. and therefore the product delivery must arrive at the destination safely and promptly giving good image for the Company.

The Company has its own showrooms. There are development and training of sales representatives, as well as Company's business mechanism through the sales representatives. Sales targets are set for retail stores and those retail stores that meet the sales target are awarded with overseas trips. There are also development and training of the store's sales staffs to clearly understand the production process to build up their confidence and promote better sales. Moreover, the Company carries out CSR (Corporate Social Responsibility) activities and meets up with the group of analysts regularly.

The Company has recently advertised in the magazine for the Adamas flat tile product, which currently has about 5% market share for the entire concrete tiles group with good growth due to its modern design. As for the Architecture Fair organized in February 2011, the Company designed the booth using roof truss in the design, which was well received by the group of designers. Being a roof producer, the structure must be well-built. The Company also markets the sunshade product which was used as part of the booth design to make the fence, sunshade or even for the part of small garden within the house. Therefore, at this Architecture Fair, the Company received the award for creative design.

Currently, the Company has products for sales at the Modern Trade which contributes about 3-4% of sales proportion and this distribution channel is regarded to have high growth. This is due to the fact that consumers' behaviors which tend to visit Modern Trade type of stores with convenient parking and can find all the products required, as well as having sales promotion activities. If the Modern Trade expands to other branches, the Company's sales revenues would also be increased.

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

Shareholder Mr. Hungchai Akkavassakul, minor shareholder, inquired about the number of Company's warehouses for each of such distant provinces. Also another important issue, as there is currently heavy flood in the Southern region, he wished to know whether or not the Company was selling more products.

Director Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, clarified that the warehouses are in fact the main distribution representatives amounting to about 700 representatives, including another 3,000 retail stores. The Company lets the stores keep the Company's products, which depend on the size of the store. If the size is large, the warehouse would also be large. By having the store taking care of the products should be safe and the Company also owns a warehouse in Khon Kaen Province, which has been established for three years already and used as a distribution center for the Northeastern region. The result was a 20% increase in sales for the area due to its convenience. As for the Southern region, the Company has the main distribution representative. Currently, there are still problem with transportation where products could not be delivered. The Company created inventory within the Company and when the situation in the South become normal, the products shall then be distributed.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting acknowledge the report of the Board of Directors on the operating results of year 2010 as presented above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2010 as presented above.

AGENDA 3: APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2010

The Chairman proposed that the meeting consider the balance sheets and statements of income for the year ended December 31, 2010, which had been audited by the certified auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and published in the Annual Report Year 2010 including the analysis on the financial status and operating results of the Company for year 2010, 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 within the Annual Report Year 2010.

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2010 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 inquiries.

Shareholder Ms. Supreeranat Kaweevachana, representative from the Thai Investors Association, inquired that the financial statements of year 2010 showed that the Company had long term loan at Baht 181,470,000 and how the Company would manage concerning with the changes of interest rates in the future.

- Director Mr. Asanee Chantong, Managing Director, clarified that this long term loan used a fixed interest rate.
- Shareholder Ms. Supreeranat Kaweevachana, representative from the Thai Investors Association, inquired further that whether or not the Company could disclose the information on the interest rate.
- Director Mr. Asanee Chantong, Managing Director, clarified that the interest rate was at 4.5% per annum.
- Shareholder Mr. Hungchai Akkavassakul, minor shareholder, inquired on three issues as follows. (1) On page 13 of Agenda No. 4, the numbers of treasury stocks were at 19.41 million shares as at end of 2008, at 37.38 million shares as at end of 2009 and at 18.90 million shares as at end of 2010; whether or not this meant the shares were sold into the Stock Exchange. (2) On page 57 in the financial statements, there was none of obligation under finance lease agreement in 2009 but there was Baht 22.43 million in year 2010. What is this finance lease agreement about? (3) On page 58, the allowance for obsolete inventories which was an important issue in year 2009 with the amount of Baht 9.85 million but in year 2010, it was at Baht 30.29 million. Are these obsolete products in the inventories?
- Director Mr. Asanee Chantong, Managing Director, clarified on issue no. (1) that on the treasury stock, the Company resold the repurchase shares in the Stock Exchange during the past year. On issue no. (2), the finance lease agreements were for the lease of vehicles for sales representatives replacing the purchase method, which must be accounted as finance lease agreements. On issue no. (3), the obsolete products were the products the Company had prepared for “Eu Ar Thorn” housing projects, having specific characteristics that when the project suddenly stalled, the products prepared for these projects were not suitable for the market. The Company had tried but was not able to sell them and therefore, the allowance for obsolete inventories had to be established.
- Shareholder Mr. Hungchai Akkavassakul, minor shareholder, inquired that the 3-year redemption period for the treasury stock was nearly completed and whether or not the Company had to sell the remaining shares before the period ended and how many treasury stock were remaining.
- Director Mr. Asanee Chantong, Managing Director, clarified that there were about 18.9 million of treasury stock remaining and must be resold before the end of the period.
- Shareholder Mr. Hungchai Akkavassakul, minor shareholder, suggested that since the Company must realize the loss from the obsolete products, the Company should pay attention to products remaining stock, production cost and labor cost increases, which have already been managed well. However, for the fact that the Company could not expand its production capacity at Saraburi due to areas being fully utilized, the Company might have to find a second area to enable future business expansion.
- Shareholder Minor shareholder inquired about the official not permitting the use of asbestos in the roofing tiles and the Managing Director used to mention in the newspaper interviews that other raw materials would be used to substitute the asbestos but the cost would be 10 times higher. How would this impact the Company and how would the Company handle or resolve this issue?
- Director Mr. Asanee Chantong, Managing Director, clarified that the Company had been preparing for this problem for long time in advance by upgrading the previous production lines so that they could produce non-asbestos products and added new production lines for non-asbestos products. Should the government passing the law banning the use of asbestos, the Company would be prepared to utilize these production lines. The cost might be higher by about 30%.
- Chairman The Chairman clarified further that the Company had always attempted to explain to the government that the crisotile type of cement fiber with asbestos were not harmful and there have research results from several institutions showing that tiles using crisotile fibers were not dangerous and that crisotile fibers were the best materials to be used for roofing tiles production due to its strength and durability. At this time, there are no regulations prohibiting the use of crisotile fibers but for safety reason, the Board of Directors have been prepared for the future when there would be a ban on asbestos fibers so that the Company

would still survive. According to the explanation from the Managing Director, if the government decided to ban the use of asbestos fibers, certain time period should be provided for the operators to make adjustment. The shareholders were asked to trust that the Company had closely monitored this particular issue.

Shareholder Minor shareholder inquired about the policy on the sales of treasury stock in the Stock Exchange as it was noticed that the Company had sold them on certain days and some days, there were no sales.

Chairman The Chairman clarified that the policy on this matter was that the Company would try not to impact the overall market. If not much trading volume, then the Company would not sell the repurchase shares but if there were a lot of trading volume, the Company would sell some as the Company must sell all of the treasury stocks. Since the share price had reduced, the Company had not sold any treasury stock.

Shareholder Minor shareholder inquired whether or not any large funds had shown any interest in buying the shares in the Company.

Chairman The Chairman clarified that there had been discussions occasionally but the shares sales must be done in the Stock Exchange and private sales are not permitted. Therefore, if anyone wished to purchase shares of the Company, it must only be done through the Stock Exchange.

Shareholder Mr. Hungchai Akkavassakul, minor shareholder, clarified further that the purchase of Company's treasury stock had the redemption period of 3 years and the Company must resell all of the repurchase shares to the Stock Exchange. If not sold, then it would be used to reduce capital. At the moment, there were about 18 million repurchase shares remaining, which was not considered much and there were a lot of demand for these shares in the Stock Exchange and therefore, it should not be much problem selling the shares.

Chairman The Chairman clarified further that the shares sold in the Stock Exchange had good effect to both the Stock Exchange and the shareholders because of higher liquidity and trading of shares. As for the sales of repurchase shares, the Company gained over Baht 100 million, which the Company used for reduction of debt from the loan for the NT-9 project, reducing the financial cost. As for the remaining repurchase shares, the Company still had another two years and there was no hurry to sell.

The Chairman provided opportunity for the shareholders to express opinion. Accordingly, when there were no inquiries, the Chairman proposed that the Meeting consider approving the balance sheets and statements of income for the year ended December 31, 2010 as presented above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2010 as presented above with votes as follows:

Approved:	849,414,839	votes or	99.99	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	103,000	votes or	0.01	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,517,839 votes of 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 had considered the appropriation of earnings and approved to propose to the shareholders' meeting for consideration and approval of the appropriation of earnings for the following objectives.

1. Approve for reducing the treasury shares reserve of Baht 30,669,330 (Thirty million, six hundred sixty nine thousand, three hundred and thirty baht) due to the treasury shares has resold during the year 2010 of 18,475,500 shares, and
2. Approve payment of dividend to the shareholders at Baht 0.36 per share or equal to 77 percent of net profit per share.

Accordingly, the Board of Directors had already approved the payment of interim dividend on September 29, 2010 at Baht 0.18 per share. Therefore, there remained a dividend of Baht 0.18 per share for the dividend payment, which was expected to be paid on April 29, 2011. The shareholders who would be eligible to receive this dividend payment must have their names appeared on the share registry book on the record date of March 14, 2011. Accordingly, the shareholders must pay income tax on the dividend received according to the Revenue Code (The Company would pay the dividend from net profit after deduction of corporate income tax at the rate of 25 percent).

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the appropriation of earnings and dividend payment for the operating results for the year ended December 31, 2010, 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, 2010, as presented above with votes as follows:

Approved:	849,421,139	votes or	99.99	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	103,000	votes or	0.01	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,524,139 votes of those present at the meeting and eligible to vote.

AGENDA 5: APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

The Chairman stated that during the 26th Annual General Meeting of Shareholders (Year 2011), the following 4 Directors would be retired by rotation; namely (1) Mr. Prakit Pradipasen (2) Mr. James Patrick Rooney (3) Mr. Phaithoon Kijksamrej and (4) Mr. Sakda Maneeratchatchai.

The Chairman stated that for this agenda, the chairman was also the Director whom was retired by rotation; therefore, Mr. Chaoyut Srivikorn, Nomination and Remuneration Committee Chairman, was assigned as Chairman of the Meeting for this meeting agenda. Mr. Chaoyut Srivikorn, Nomination and Remuneration Committee Chairman, proposed to the meeting to consider appointing new Directors as follows.

The Company has established criteria and procedure for nomination of Directors through the Nomination and Remuneration Committee, which had considered nominating persons for the directorship positions to replace those Directors retired by rotation by considering the qualifications in several aspects and approved to propose the following individuals for the directorship positions to replace those 4 Directors retired by rotation; namely,

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. Phaithoon Kijksamrej : proposed for re-appointment as the Director
4. Mr. Sakda Maneeratchatchai : proposed for re-appointment as the Independent Director

Accordingly, the following reasons for the proposed nominations were provided by the Nomination and Remuneration Committee (NRC).

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. All of the four individuals have been proposed for the re-appointment for another term of directorship, have regularly performed their duties and attended every Board of

Directors' Meeting during the past year for a total of 12 meetings, except for Mr. Prakrit Pradipasen whom was absent from one meeting and Mr. James Patrick Rooney whom was absent from two meetings due to overseas business obligation.

Contributions of the Directors being proposed for reappointment for another term of office are as follows:

1. **Mr. Prakrit Pradipasen**, currently the Company's Chairman of the Board, has performed his duty as Chairman properly from the beginning, having organized the Board of Directors' Meeting every month to monitor the Company's operation, including the production, finance and business development, addressing and inquiring into various important issues. During the past year, he has supervised the Company to achieve good operating results, expanding in both revenue and profit, commencing the new production line NT-9 as planned and approving investment in the new production line NT-10.
2. **Mr. James Patrick Rooney**, currently the Company's Director, has performed his duty as Director properly from the beginning, having been interested in legal aspect, the economy of the Country, particularly during the period of economic crisis involving financial institutions in the United States and Europe, having advised in such matter well, as well as providing suggestions beneficial to the Company in terms of various contractual agreements.
3. **Mr. Phaithoon Kijamrej**, currently the Company's Director and Nomination and Remuneration Committee Member (NRC), has performed his duty as Director and the NRC Member properly from the beginning, having been interested in every aspect of the business, especially in finance and banking, foreign exchange, loan agreements with various financial institutions. He provided appropriate and fair advice into the determination of various remunerations and welfare benefits for the directors, executives and employees of the Company, as well as giving comments in several aspects which have been beneficial to the Company.
4. **Mr. Sakda Maneeratchatchai**, previously the Company's Managing Director, and therefore has keen understanding of the Company's business. He is currently the Company's Director and Audit Committee Member, and has performed his duty as Director and the Audit Committee Member properly from the beginning, having been interested in every aspect of the business, especially in the production process and engineering of the Company, including inspection of every production step. He can provide several recommendations, should any problem arise, which are beneficial to the Company.

Mr. Chaiyut Srivikorn, Nomination and Remuneration Committee Chairman, provided opportunity for the shareholders to express opinion and make inquiries and when four were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the appointment of directors replacing the 4 directors retired by rotation. The above directors retired by rotation have direct interest and all of four Directors wished to abstain from voting in this meeting agenda.

1. Mr. Chaiyut Srivikorn proposed that the shareholders' meeting consider re-appointing **Mr. Prakrit Pradipasen**, the director whom was retired by rotation, as the Company's Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. Prakrit Pradipasen**, 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:	830,753,139	votes or	97.79	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	18,772,500	votes or	2.21	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,525,639 votes of those present at the meeting and eligible to vote.

2. Mr. Chaiyut Srivikorn proposed that the shareholders' meeting consider re-appointing **Mr. James Patrick Rooney**, the director whom was retired by rotation, as the Company's Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. James Patrick Rooney**, 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:	847,422,539	votes or	99.75	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	2,103,100	votes or	0.25	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,525,639 votes of those present at the meeting and eligible to vote.

3. Mr. Chaiyut Srivikorn proposed that the shareholders' meeting consider re-appointing **Mr. Phaithoon Kijamrej**, the director whom was retired by rotation, as the Company's Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. Phaithoon Kijamrej**, 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:	848,922,539	votes or	99.93	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	603,100	votes or	0.07	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,525,639 votes of those present at the meeting and eligible to vote.

4. Mr. Chaiyut Srivikorn proposed that the shareholders' meeting consider re-appointing **Mr. Sakda Maneeratchatchai**, the director whom was retired by rotation, as the Company's Independent Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. Sakda Maneeratchatchai**, 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:	844,822,639	votes or	99.45	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	4,703,000	votes or	0.55	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,525,639 votes of those present at the meeting and eligible to vote.

Shareholder Mr. Hungchai Akkavassakul, minor shareholder, asked that the shareholders applaud and welcome those Directors whom had been re-appointed for another office term and asked that all the voting ballots for this Directors' appointment meeting agenda should be filled out whether or not the shareholders approve or disapprove and submit them to the Company's staff at the back of the meeting room due to CG concern. In addition, he expressed thanks to the Board of Directors of Diamond Building Products Public Co., Ltd. and congratulated on the good operating results of the Company's Board of Directors and thanked for the dividend of this year and expected that next year would be even better.

AGENDA 6: CONSIDERATION FOR THE REMUNERATION OF THE DIRECTORS

The Chairman 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, 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".

Current Composition of Directors' Remunerations consists of the following items.

1. The Board of Directors comprising of 9 members receive the following remuneration.
 - 1.1. Fixed monthly remuneration for the 9 directors, with the Chairman receiving Baht 70,000 per month and the other 8 Directors receiving Baht 40,000 per month each.
 - 1.2. Annual Bonus for Directors, which must be approved by the shareholders' meeting each year with the Chairman receiving Baht 400,000 and the Directors receiving Baht 300,000 each person.
2. The other 2 Committees shall receive remunerations as follows:
 - 2.1. The Audit Committee, comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, with the other 2 Audit Committee members receiving Baht 15,000 per month per person.
 - 2.2. The Nomination and Remuneration Committee (NRC), comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other 2 NRC members receiving Baht 10,000 per month per person.

Criteria and Procedure for Proposal of Remunerations

The Company has established criteria for consideration of the remunerations through the Nomination and Remuneration Committee which has considered appropriateness in various aspects by referring and comparing with the same industrial sector, including the size of the business, business expansion, as well as the Company's operating results of the previous year.

The Chairman proposed to the shareholders' meeting to consider approving the remunerations of the Directors for year 2011 to be the same as year 2010 as follows.

1. The Board of Directors comprising of 12 members receive the following remuneration.
 - 1.1 The monthly remuneration for The Board of Directors are kept the same as those of last year, with the Chairman of the Board receiving Baht 70,000 per month and the other 11 Directors receiving Baht 40,000 per month each.
 - 1.2 In 2010, the Company had good operating results, higher than the established target. Thus, the annual bonus for directors has been proposed as follows; Baht 400,000 for the Chairman of the Board and Baht 300,000 for each of the Directors.
2. The monthly remuneration for the Audit Committee and the Nomination and Remuneration Committee (NRC), are kept the same as those of last year as follows:
 - 2.1 The Audit Committee, comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, with the other 2 Audit Committee members receiving Baht 15,000 per month per person.
 - 2.2 The Nomination and Remuneration Committee (NRC), comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other 2 NRC members receiving Baht 10,000 per month per person.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the remunerations of the Directors for year 2011 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 2011, as presented above with the number of votes as follows:

Approved:	815,192,439	votes or	95.96	percent
Disapproved:	325,000	votes or	0.04	percent
Abstained:	34,012,800	votes or	4.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,530,239 votes of those present at the meeting and eligible to vote.

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

The Chairman stated "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 "the financial auditor must not be a director, employee, or take any position in the company."

The Company has established the policy on selecting the auditor for the Company by contacting various auditing companies that have been endorsed by the Securities and Exchange Commission (SEC) to audit the listed companies, to offer 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, according to details in the document attached herewith.

Board of Directors' Opinion: The Board of Directors has considered and resolved to propose to the shareholders' meeting to consider approving the appointment of the same auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., according to the name list, one or the other; namely, Mr. Montree Panichakul, certified public accountant no. 3461 or Mrs. Natchalee Boonyakarnkul, certified public accountant no. 3126 or Mrs. Vipavee Boonyaprasit certified public accountant no. 3096 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, to be the auditor with the yearly audit fee of Baht 490,000 and the quarterly review fee of Baht 100,000 for each of the three quarters for a total fee of Baht 790,000, which is lower than year 2010 by Baht 60,000 or a decrease of 7.06 percent.

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

Shareholder Mr. Hungchai Akkavassakul, minor shareholder, expressed thanks to the Audit Committee and thanks to the Auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., that reduced the audit fee for the Company and asked that the Auditor make remarks in the financial statements should there be any significant matter in special transactions so that it would be convenient for the shareholders to understand and enable the shareholders to bring any skeptical information for further discussion in the shareholders' meeting.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of the same auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company for year 2011, with the yearly audit fee and the quarterly audit fees, totaling Baht 790,000, which is lower than year 2010 by Baht 60,000 or a decrease of 7.06 percent with votes as follows.

Approved:	849,134,339	votes or	99.95	percent
Disapproved:	325,000	votes or	0.04	percent
Abstained:	103,000	votes or	0.01	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 849,562,339 votes of those present at the meeting and eligible to vote.

AGENDA 8: OTHER MATTERS

Shareholder The minor shareholder inquired that whether or not the Company planned to export products to other regions to further expand its customer base and also what type of method the business employed for controlling the cost and efficiency for the transportation.

Director Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, clarified that it could be seen that the revenues from export to overseas countries contributed to about 10% of the revenues proportion, by which about 50% of export went to the neighboring countries where they have similar culture, tradition as well as climate to Thailand and used similar roofing structure. However, the types of product for export to farther countries are the boards which must wait for the new production line as current production capacity was not adequate for the export. The Company anticipated that export business would be expanded in the future. As for the distribution cost, the Company currently exports its products based on FOB price and therefore the transportation cost would be borne by the customers and there are additional expenses for the export concerning with the packaging of the products which must be solid to prevent breakage of the products.

Chairman The Chairman clarified further that for the current plant location, the Company could not expand the production capacity as the area was fully utilized. The Company had to look for a second area in order for the Company to expand further and therefore the Board of Directors of the Company had approved the land purchase which was the land located across from the current plant. The land extended more than 200 meters in length adjacent to the Mitraphap Road with an area approximately 140 rai and also next to gas pipeline of PTT, by which the Company might utilize the gas for the production process, which was one of the factors for the Company's future expansion. Although the Company had fully utilized the area but it did not mean that the Company could not expand its business. Accordingly, the Company was looking for business that was related to the Company's project that would use market mechanism for the most benefit. This plot of land would be an important factor that would enable the Company to expand in the future. Accordingly, the shareholders were informed to feel comfortable and have faith in the Company's business. The Company had purchased the land at Baht 800,000 per rai and transfer of land had been completed.

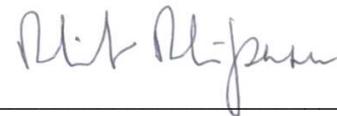
Shareholder Mrs. Siriwan Jeungteerapanich, minor shareholder, stated further that it should be joyful occasion and congratulated that the Company could purchase such large plot of land at only Baht 800,000 per rai as normally the price of land adjacent to the Mitraphap Road was at several million baht per rai. Therefore, it should be commended.

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 thank to all the shareholders for attending this meeting.

The meeting was closed at 11:20 hrs.

A handwritten signature in blue ink, appearing to read "Prakit Pradipasen".

(Mr. Prakrit Pradipasen)
Chairman of the Meeting

A handwritten signature in blue ink, appearing to read "T. Phanthapirat".

(Ms. Thanakarn Phanthapirat)
Company Secretary
Meeting Minutes Taker