



# **Diamond Roofing Tiles Public Company Limited**

## **Invitation To The 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006**

Held at Ballroom 2  
Intercontinental Bangkok Hotel  
971,973 Ploenchit Road  
Lumpini, Pathumwan, Bangkok 10330

Thursday, April 27, 2006  
10:30 Hrs.



No. DRT 139/2006

April 12, 2006

Subject: Invitation to the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006

Attention: Shareholder

Enclosed: 1. Annual Report Year 2005  
2. Minutes of the 20<sup>th</sup> Annual General Meeting of Shareholders Year 2005  
3. Documents for Meeting Agenda No. 1-7, considered as part of this meeting invitation.  
4. Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, including Proxy Form A, B and C.

The Company's Board of Directors has resolved to call the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006 to be held on Thursday, April 27, 2006 at 10:30 hours., at Ballroom 2, Intercontinental Bangkok Hotel, 971,973 Ploenchit Road, Lumpini, Pathumwan, according to the following meeting agenda:

**Agenda 1: Approval of the Minutes of the 20<sup>th</sup> Annual General Meeting of Shareholders Year 2005**

**Board of Directors' Opinion:** The Shareholders' Meeting should approve the above minutes of the Meeting (details in the document attached herewith).

**Agenda 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2005**

**Board of Directors' Opinion:** The Shareholders' Meeting should acknowledge the operating results for the year 2005 (details in the document attached herewith).

**Agenda 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2005**

**Board of Directors' Opinion:** The Shareholders' Meeting should approve the audited Balance sheets and Statements of Income for the year ended December 31, 2005 (details in the document attached herewith).

**Agenda 4: Approval of the Appropriation of Earnings for the year ended December 31, 2005**

**Board of Directors' Opinion:** The Shareholders' Meeting should approve the appropriation of earnings of 11,000,000.00 Baht to be set aside as statutory reserve according to the law and for payment of dividend of 1.00 Baht per share to shareholders, in which the interim dividend payment of 0.60 Baht (total 160 million shares) had already been approved on 19 August, 2005, and paid to shareholders on 29 September, 2005. Therefore, an additional 0.40 Baht per share (200 million shares) will be paid to shareholders whose names appear in the Share Registry Book as of April 10, 2005 at 12:00 hours. The total payment will be 80,000,000 Baht. Payment will be made to shareholders on May 19, 2006 (details in the document attached herewith).



**Agenda 5: Appointment of Directors Retired by Rotation**

**Board of Directors' Opinion:** The Shareholders' Meeting should re-appoint the three directors retired by rotation, namely, Mr. Suvit Nardwangmuang, Mr. Sakda Maneeratchatchai and Mr. Chaikut Srivikorn (details in the documents attached).

**Agenda 6: Consideration for the Remuneration of the Directors**

**Board of Directors' Opinion:** The Shareholders' Meeting should determine remuneration for the Directors for their management tasks of the Company. (Details in the documents attached).

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

**Board of Directors' Opinion:** The Shareholder's Meeting should appoint 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 Ltd., to be the auditor for the year 2006 with the yearly audit fee of not more than 940,000.00 Baht, not including other expenses that Audit Committee have approved (details in the documents attached herewith).

**Agenda 8: Other matters (if any)**

The Company has closed the Share Registry Book, suspending transfer of shares, in order to assign attending rights to the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006 from Monday, April 10, 2006 at 12:00 hours until the Annual General Meeting of Shareholders Year 2006 has been completed.

The Shareholders are cordially invited to attend the Meeting at the above mentioned date, time and venue, by adhering to the Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, as attached herewith.

By the Mandate of the Board of Directors

On behalf of Diamond Roofing Tiles Public Company Limited

(Mr. Sakda Maneeratchatchai)

Director and Managing Director



## **AGENDA 1**

### **APPROVAL OF THE MINUTES OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2005**

#### **Background**

The Company convened the 20<sup>th</sup> Annual General Meeting of Shareholders Year 2005 on Tuesday, April 12, 2005 during 10:00 hrs. to 11:30 hrs. at the Main Meeting Room, 2<sup>nd</sup> Floor, 69-70 Moo 1, Mitraphap Road, Talingchan, Muang, Saraburi, according to the attached minutes of the meeting that were forwarded to every shareholder along with the meeting invitation.

#### **Board of Directors' Opinion**

The Board of Directors has considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the Board of Directors proposes that the said minutes of the 20<sup>th</sup> Annual General Meeting of Shareholders Year 2005 be approved by the shareholders' meeting accordingly.

#### **Voting Procedure**

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



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 reserve 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 Kijssamrej

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.

Mr. Prakrit Pradipasen  
Chairman

Ms. Thanakarn Phanthapirat  
Secretary to the Meeting



## **AGENDA 2**

### **ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS FOR YEAR 2005**

#### **Background**

The Report of the Board of Directors on the Operating Results of Year 2005 including other information and reports of the Company during 2005 have been printed in the Annual Report Year 2005 and forwarded to all the shareholders in advance along with the meeting invitation.

#### **Board of Directors' Opinion**

The Report of the Board of Directors on the Operating Results of Year 2005 is being proposed to the shareholders' meeting for its acknowledgement.

#### **Voting Procedure**

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





### **AGENDA 3**

#### **APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2005**

##### **Background**

Mr. Winid Silamongkol, certified public accountant no. 3378, of KPMG Phoomchai Audit Limited, has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2005, of which have been printed in the Annual Report Year 2005, including the analysis of the financial status and operation results of the Company and forwarded to all the shareholders in advance along with the meeting invitation. Accordingly, the Audit Committee has reviewed and supervised the said financial statements to comply with accepted accounting standards and practices as well as complete and adequate disclosure of financial information according to the Audit Committee's Report included in the Annual Report Year 2005.

##### **Board of Directors' Opinion**

The Board of Directors has considered that the financial statements of year 2005 provide complete and adequate information on the financial status and operating results, in accordance with the accounting standards. Therefore, the above Balance Sheets and Statements of Income for the year ended December 31, 2005 are being proposed to the shareholders' meeting for its consideration and approval.

##### **Voting Procedure**

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

**AGENDA 4****APPROVAL OF THE APPROPRIATION OF EARNINGS****Background**

According to Section 116 of the Public Limited Company Act B.E. 2535, “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, expect that the statutory reserve level set in the company’s memorandum of association or in other regulations is required to be higher than 10 percent”




**Dividend Payment Policy:** In the case that no additional investments are required and there are no outstanding loans, the Company’s dividend payment policy is not less than 50 percent of its yearly net profit after the deduction of legal provisions and the net loss carried forward (if any).

Dividend payment statistic of the past 3 years:

Description	2003	2004	2005
Net Profit per share (Baht per share)	2.12	1.35	1.22
Dividend per share (baht per share)	0.75	1.25	1.00
Dividend payment ratio (per Net profit per share)	35%	93%	82%

**Board of Directors’ Opinion**

The Board of Directors’ Meeting No. 166 (2/2006) dated February 28, 2006, has considered and resolved to propose to the shareholders’ meeting for consideration and approval the following appropriation of earnings and payment of dividend as follows:

Details of Appropriation	Amount (Baht)
Retained Earnings (Loss) from previous year	19,656,004.06
<u>Plus</u> Net Earnings (Loss) for Year 2005	201,133,655.41
Retained Earnings (Loss) which have not been appropriated for 2005	220,789,959.47
<u>Less</u>  A Legal Reserve for 2005	11,000,000.00
 Appropriation for Interim Dividend Payment No. 1/2005 at Baht 0.60 paid on September 29, 2005 (Calculated from 160 million ordinary shares)	96,000,000.00
 Appropriation for Dividend Payment No. 2/2005 at Baht 0.40 to be paid on May 19, 2006 (Calculated from 160 million ordinary shares plus 40 million increased capital shares for a total of 200 million ordinary shares)	80,000,000.00
<b>Earnings (Loss) Carried Forward</b>	<b>33,789,959.47</b>



Therefore, shareholders will receive dividend payments for Year 2005 in two payments, the first payment of 0.60 Baht per share was paid on September 29, 2005 and the second payment of Baht 0.40 per share to be paid on May 19, 2006 for a total of Baht 1.00 per share. In order to have the rights to receive the dividend for this period, the shareholders must have their names appear in the share registry book on April 10, 2006 at 12:00 hrs. The above dividend payments received by the shareholders are subject to income tax according to the Revenue Code.

### **Voting Procedure**

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



## AGENDA 5

### APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

#### Background

According to Article No. 21 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 year and second year after the company's listing shall be done by drawing lots. For subsequent years, the directors in position for the longest time shall be retired first.


The Annual General Meeting of Shareholders Year 2006 is considered the second meeting since the Company's listing as a public company limited. Therefore, the three directors who have drawn lots and must be retired are: (1) Mr. Suvit Nardwangmuang (2) Mr. Sakda Maneeratchatchai and (3) Mr. Chaiyut Srivikorn.

#### Board of Directors' Opinion


The Board of Directors meeting No. 167 (3/2006), dated March 27, 2006, has resolved to propose to the shareholders' meeting for consideration of the re-appointment of all three directors for another term of directorship. Brief curricula vitae of the three directors proposed for re-appointment, including age, education, experience and business positions have been included and forwarded to all the shareholders in advance along with this meeting invitation.

The re-appointment of the directors retired by rotation for another term is thus being proposed to the shareholders for consideration and approval.

#### Voting Procedure

 The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting by voting according to following procedures:

- 1) The shareholder shall have each share being counted as one vote.
- 2) Each shareholder must use all the votes according to 1) appointing one person or several persons for the directorship but cannot divide the votes into different number of votes to a particular person.
- 3) The persons receiving the highest number of votes in descending order shall be appointed as the directors for the total number of director positions available at the time. In the case of a tie (same number of votes) for successive positions available, the Chairman of the meeting shall have the casting vote.

 The above directors retired by rotation who are also shareholders (namely, Mr. Suvit Nardwangmuang holding 520,000 shares; Mr. Sakda Maneeratchatchai holding 1,120,000 shares; Mr. Chaiyut Srivikorn holding 50,020 shares), or the proxy for the shareholder shall not have the voting right for the appointment of director under his name due to a conflict of interest.



## CURRULUM VITAE OF MR. SUVIT NARDWANGMUANG



Positions: Director  
Audit Committee Member  
Independent Director

Age 62 years

Education: - Bachelor of Engineering (Civil), Chulalongkorn University  
- Master in Marketing (MIM), Thammasart University  
- Certificate: Director Development Program of Thai Institute of Directors Association (IOD):

1. Director Accreditation Program-Class 24/2004 (DAP 24/2004)
2. Audit Committee Program-Class 4/2005 (ACP 4/2005)
3. Finance for Non-Finance Director (FN) 2004

Experience: 1999-present: Managing Director and Chief Executive Officer, Royal Porcelain Public Company Limited  
2000-present: Director, Audit Committee Member, and Independent Director, Diamond Roofing Tiles Public Company Limited  
1996-present: Director, SV&A Holding Company Limited  
1995-2000: Managing Director, Ceratech Company Limited



## CURRULUM VITAE OF MR. SAKDA MANEERATCHATCHAI



Positions: Director  
Executive Director  
Managing Director

Age 62 years

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

Experience: 1999-present: Director, Executive Director, and Managing Director,  
Diamond Roofing Tiles Public Company Limited  
1995-1999: Managing Director, Citypack Company Limited  
1992-1995: Managing Director, Ceratech Company Limited  
1989-1992: Managing Director, Citypack Company Limited  
1982-1989: Purchasing Manager, Siam City Cement Public Company Limited



## CURRULUM VITAE OF MR. CHAIYUT SRIVIKORN



Position            Director

Age                    40 years

- Education        - Bachelors Degree in Economics, New York University  
                      - Master of Public Administration, NIDA  
                      - Certificate: Directors Development Program of Thai Institute of  
                             Directors Association (IOD):  
                             Director Accreditation Program-Class 33/2005 (DAP 33/2005)
- Experience       2004-present: Chairman, K M C Apparel Company Limited  
                      2003-present: Director, Diamond Roofing Tiles Public Company Limited  
                      2002-present: Director, Myriad Materials Company Limited  
                      1999-present: Executive Director, TCH Suminoe Company Limited  
                      1999-present: Chairman, Thai Outdoor Sport Company Limited  
                      1998-present: President, Srivikorn Group Holdings Company Limited  
                      1996-present: Chairman, Thai Tech Garment Manufacturing Company Limited  
                      1991-present: Executive Director, President Hotel and Tower Company Limited



## AGENDA 6

### CONSIDERATION FOR THE REMUNERATION OF DIRECTORS

#### Background

According to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, stating 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”.

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, reward, meeting allowances, bonuses or other types of benefits in accordance with the articles or by agreement from shareholders’ meeting, which may specify the amounts, type or occasion of remuneration for the directors as agreed upon until further changes are made”.

The following information is presented for consideration of remuneration for the directors:

1. The fixed monthly remuneration for the Directors and Secretary to the Board of directors, a total of 10 positions, is 50,000 Baht per month for the Chairman of the Board, the other remaining Directors shall receive 20,000 Baht per month and the Secretary to the Board shall receive 10,000 Baht per month. This was approved during the meeting of Board of Directors No. 156 (3/2005) on March 18, 2005 and has been in effect since March 2005 without change.

2. The annual remuneration, which must be approved by the shareholder’s meeting each year, will vary according to the Company’s operating results. For 2005, the 20<sup>th</sup> Annual General Meeting of Shareholders (Year 2005), has approved the annual remuneration for the 10 directors for a total Baht 960,000, thus using the same ratio as in the past by which 2 parts were allotted for the Chairman totaling 200,000 Baht, 1 part each for the remaining directors, totaling 100,000 each, and 0.5 part for the Secretary, totaling 50,000 Baht.

3. Additional remuneration for other committees is to be considered by the Board of Directors. Current remuneration for two committees are as follows:

3.1 The Board of Executive Directors, which consists of 3 persons, are to be remunerated as follows: the Executive Chairman is to receive a monthly remuneration of 30,000 Baht per month, while the other two directors are not entitled to receive remuneration. This has been in effect since March 2005, without change.

The Audit Committee, which consists of 3 persons, are to be remunerated as follows; the Chairman of the Audit Committee is to receive a monthly remuneration of 30,000 Baht per month, As the other two committee members, their remuneration will be increased by 5,000 Baht per month for a total of 10,000 Baht per month each (the previous remuneration has been effect since March 2005). However, the newly proposed remuneration will take effect after it has been approved of by the shareholders’ meeting.

The amount of remuneration for the directors during the year for 2005 has been disclosed in the Annual Report Year 2005, which was forwarded in advance to all the shareholders along with the meeting invitation.





### **Board of Directors' Opinion**

The meeting of the Board of Directors No. 167 (3/3006) on March 27, 2006 has proposed for consideration the approval of the annual remuneration for 2006 for the 10 directors in the sum of 1,050,000 Baht, utilizing the same base ratio as the previous year of 2 parts for the Chairman for a total of 200,000 Baht, 1 part each for the 8 directors totaling 100,000 Baht each, and 0.5 part for the Secretary totaling 50,000 Baht. As for the other remunerations, they shall remain at the same, with the exception of the remuneration for the two directors of the Audit Committee who are to receive an increase of 5,000 Baht for a total remuneration of 10,000 Baht per month.

Thus the remuneration for the directors for year 2006 is proposed to the shareholders' meeting for approval.

### **Voting Procedure**

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

**AGENDA 7****TO CONSIDER THE APPOINTMENT OF THE COMPANY'S AUDITOR  
AND DETERMINATION OF AUDIT FEE****Background**

According to the Company's Articles of Association concerning the appointment of the auditor and determination of the audit fee, it states that this matter should be carried out in accordance with the law, by which the Public Limited Company Act B.E. 2535, Section 120, stipulates that "the annual general meeting of shareholders shall appoint the auditor and determine the audit fee for the company each year and the same auditor may be re-appointed."

**Board of Directors' Opinion**

The Board of Director's Meeting No. 166 (2/2006) held on February 28, 2006 has resolved to appoint 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 with the yearly audit fee of Baht 580,000 and additional quarterly audit fee of Baht 120,000 for 3 quarters for a total fee of Baht 940,000. This is an increase from 2005 by Baht 90,000 or 10.6%. The Audit Committee deems that such a fee is justified with a breakdown as follows:

1. Comparison of previous years' audit fee is shown below:

Description (Unit: Baht)	Year 2005	Year 2006	Increase (Decrease)	
			Amount	%
Yearly Audit Fee	490,000	580,000	90,000	18.4
Quarterly Review Fee	360,000	360,000	-	-
Total Audit Fee	850,000	940,000	90,000	10.6

2. The auditors proposed above are independent and have no relationship to the Company.

3. The auditors proposed above have been endorsed by the Securities and Exchange Commission for auditing listed companies and the shareholders' meeting has approved KPMG Phoomchai Audit Ltd. as the Company's auditors for the past three years since 2002 to 2005.

**Voting Procedure**

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



## DIAMOND ROOFING TILES PUBLIC COMPANY LIMITED

### RULES AND GUIDELINES OF ATTENDANCE,

### GRANT OF PROXIES FOR ATTENDANCE AND VOTES AT THE MEETING

#### ATTENDANCE IN PERSON

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

#### ATTENDANCE BY PROXY

1. Each shareholder (being either a natural or juristic person) is allowed only one proxy to attend the meeting and to vote on his/her behalf, regardless of the number of shares held by the shareholder. The proxy may not be divided or duplicated for more than one person for separate voting.

2. The proxy form is issued in a format determined by the Public Limited Companies Registrar and consists of 3 forms. The company has prepared and sent the proxy forms to the shareholders along with the invitation to the shareholders' meeting. The shareholders may use any one of the appropriate forms as they require and must affix a revenue stamp duty of 20 Baht per form, crossed and dated in order for the form to be valid and legally binding according to the law.

3. The following is required for the grant of proxy:

3.1 **In the event the grantor is a Thai citizen**, the grantor must have a valid proxy form and attach a certified copy of his/her valid identification card and that of the proxy holder.

3.2 **In the event the grantor is a not a Thai citizen**, the grantor must sign the proxy form in person in the presence of a notary public or authority with similar authorization under the law of their country. Thereafter, the signed proxy form must be produced for legalization for a notary public under the authority of the Royal Thai Embassy or Consulate or to an official authorized to act on their behalf in accordance with the laws of the relevant country.

3.3 **In the event the grantor is a Thai juristic person**, a valid proxy form must be signed and attached with a copy of the registration of the juristic entity by the Ministry of Commerce (valid for no later than one month prior to date of the shareholder meeting) and signed by authorized director(s) and including a copy of the director(s)' valid identification card.

3.4 **In the event the grantor is a foreign juristic person**, the authorized agent of the juristic person will sign his name and affix the company seal on the proxy form in person in the presence of a notary public or authority with similar authorization under the law of their country. Thereafter, the signed proxy form must be produced for legalization for a notary public under the authority of the Royal Thai Embassy or Consulate or to an official authorized to act on their behalf in accordance with the laws of the relevant country.

3.5 **In the event of use of a fingerprint** in the place of a signature, the left thumb fingerprint is required and must be accompanied by the following wording: "This is the left thumb fingerprint of ....." and two witnesses are required to certify that it is the true fingerprint of such person and the fingerprint must be affixed in the presence of two witnesses who must sign only their names. Certified copies of the valid identification cards of the two witnesses must also be attached.

3.6 A fully prepared and signed proxy form must be returned to the Managing Director or the Secretary of the Company together with other relevant documents no later than one day before the date of the shareholders' meeting in order to verify the proper documents and to prepare for the shareholder meeting.

3.7 The proxy holder shall show his/her identification card to the Company's officer before attendance at the meeting.



4. In the event that the shareholder is unable to attend the meeting, the shareholder may grant a proxy to an individual of their choice or they may grant a proxy to either of the following independent directors of the Company to attend the meeting and vote on their behalf:

Mr. Somboon Phuvoravan

11/28 Petchkasem 28 (Soi Prachan)

Petchkasem Road, Bangrak

Pasicharoen, Bangkok 10160

Mr. Anan Louharanoo

95/81 Moo Baan Ramkamhaeng

Moo 1, Ramkamhaeng Rd, Sapansoong

Sapansoong, Bangkok 10240

#### **IN THE EVENT OF DEATH OF A SHAREHOLDER**

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

#### **IN THE EVENT A SHAREHOLDER IS A MINOR**

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

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

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

#### **MEETING REGISTRATION**

The Company's staff will commence registration of shareholders who wish to attend the meeting no less than 2 hours before start of the meeting or from 8:30 hrs. – 10:30 hrs. on the day of the meeting.

#### **VOTING**

1. Voting will be counted openly, with one share being counted as one vote.
2. When voting by proxy, the proxy holder must vote according to the remark that the grantor has stipulated in the proxy form.
3. A resolution of the meeting must be comprised of:

In a normal case, the resolution must be passed by a majority of votes.

In other cases, by which the law and/or the Company's Articles of Association specify differently, the voting shall be conducted accordingly, during which the Chairman of the meeting shall notify the shareholders prior to voting on the particular agenda.

4. In the case of an equal number of votes, the Chairman of the meeting shall have the second or casting vote.

5. Any shareholder with a conflict of interest in any given matter is prohibited from voting on said matter and the Chairman of the meeting may ask the voter to leave the meeting temporarily.

6. A secret vote or poll may be used if proposed by no less than 5 shareholders and has been approved by the meeting. The procedures for voting will be determined by the Chairman of the meeting and shareholders will be informed prior to voting on the issue.



## PROXY FORMS

### Granting of Proxy

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

1. Form A      General proxy form (simple form)
2. Form B      Grantor stipulates certain matters and details
3. Form C      Grantor stipulates additional matters as required

For the 21<sup>st</sup> General Annual Meeting of Shareholders (For the year 2006), if the shareholder is unable to attend the meeting, he/she may also grant proxy to either of the independent directors listed. The Company has prepared the proper proxy forms for this use.

For those shareholders who are granting a proxy of their own choosing, please choose **only one type of form (A, B or C)**. For shareholders who wish to grant proxy to one of our independent directors, please use form **Type B** only. All forms and relevant documents should be sent to the company on or before **April 25, 2006**.



Duty Stamp  
20 Baht

## Proxy (Form A)

Made at.....

Date.....Month.....Year 2006

I/We..... Nationality.....

Residing at No..... Road..... Subdistrict..... District.....

Province..... Postal Code..... Country.....

As a shareholder of Diamond Roofing Tiles Public Company Limited,  
holding a total number of.....shares with Share Certificate No.....

Here by appoint

☐ 1. .... Age.....year

Residing at No.....

☐ 2. Mr.Somboon Phuvoravan Independent Director Age 60 year  
No.11/28 Moo 2, Petchkasem Rd., Soi Petchkasem 28 (Soi Prachan), Bangrak, Pasicharoen, Bangkok 10160

☐ 3. Mr.Anun Louharanoo Independent Director Age 53 year  
No.95/81 Moo Baan Ramkamhaeng Moo 1, Ramkamhaeng Rd., Sapansoong, Sapansoong, Bangkok 10240

As my/our proxy to attend and vote in the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006  
on Thursday, 27 April 2006 at 10:30 hours at the Ballroom 2 of Intercontinental Bangkok Hotel No.  
971,973 Ploenchit Road, Pathumwan, Bangkok Metropolis

Or at any adjournment thereof to any other date, time and venue.

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

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

**Notes:**

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and all votes of a shareholder may not be split for more than one proxy.
2. A shareholder may authorize a proxy to cast the votes pursuant to or less than the total number of share held by such shareholder. In the event that a shareholder wishes to authorize the proxy to cast the vote less than the total number of shares, number of votes for with the shareholder intends to have the proxy cast shall have to be clearly specified.
3. The votes of a shareholder may be split, i.e. approve or abstain for certain number of votes.



Duty Stamp  
20 Baht

## Proxy (Form B.)

Made at.....

Date.....Month.....Year 2006

(1) I/We..... Nationality.....

Residing at No..... Road..... Subdistrict..... District.....

Province..... Postal Code..... Country.....

(2) As a shareholder of Diamond Roofing Tiles Public Company Limited,  
holding a total number of.....shares with Share Certificate No.....

(3) Here by appoint

☐ 1. .... Age.....year

Residing at No.....

☐ 2. Mr.Somboon Phuvoravan Independent Director Age 60 year  
No.11/28 Moo 2, Petchkasem Rd., Soi Petchkasem 28 (Soi Prachan), Bangrak, Pasicharoen, Bangkok 10160

☐ 3. Mr.Anun Louharanoo Independent Director Age 53 year  
No.95/81 Moo Baan Ramkamhaeng Moo 1, Ramkamhaeng Rd., Sapansoong, Sapansoong, Bangkok 10240

As my/our proxy to attend and vote in the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006  
on Thursday, 27 April 2006 at 10.30 hours at the Ballroom 2 of Intercontinental Bangkok Hotel No.  
971,973 Ploenchit Road, Pathumwan, Bangkok Metropolis

Or at any adjournment thereof to any other date, time and venue.

(4) The number of votes for which I/We authorize the proxy to attend and vote in this meeting is  
as follows;

- ☐ Equivalent to the total number of share for which I/We am/are entitled to cast the votes as  
specified in Clause (2) above
- ☐ Part of the ordinary shares.....shares, and have the rights to vote.....votes

(5) I/We, hereby authorize the proxy to vote on my/our behalf as the proxy deems appropriate

- ☐ (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems  
appropriate in all respects.
- ☐ (B) The proxy may consider the matters and vote on my/our behalf as follows:-



Agenda	Subject	Approve (Votes)	Not approve (Votes)	Abstain (Votes)
1	Consideration and approval of Minutes of the 20 <sup>th</sup> Annual General Meeting of Shareholders Year 2005			
2	Acknowledgement of report of the Board of Directors concerning results of business operations of the Company during previous year.			
3	Consideration and approval of the Balance Sheets and Statements of Income.			
4	Consideration of the dividend payment of operating results of fiscal year 2005			
5	Consideration of election of Directors <input type="checkbox"/> Approve the appointment of all Directors <input type="checkbox"/> Approve the appointment of certain Directors as follows :- 1. .... 2. .... 3. ....			
6	Consideration and approval of director remuneration			
7	Consideration of the appointment of an auditor and determination of audit fee			
8	Other Business (if any)			

(6) The proxy's statement or any other evidences (if any) .....

(7) If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorize to consider the matters and vote on my/our behalf as the Proxy deems appropriate

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

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Notes: 1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.

2. A shareholder may authorize a proxy to cast the votes pursuant to or less than the total amount of shares specified in Clause (2)

3. A proxy may split the votes and should the provisions prescribed above are not sufficient to cover all intentions of the proxy, the proxy may use the annex form of proxy attached therefore.

4. In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.

5. In the event the there is a requirement under any provisions of the articles of association or otherwise that a proxy shall have to give any statement or present any document as evidence; for instance, in case that the proxy has a conflict of interest in any matters for which the proxy will attend and vote for in the meeting, such statement or document may be specified in Clause (6).





## Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Diamond Roofing Tiles Public Company Limited

At the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006 on Thursday, 27 April 2006 at 10.30 hours at the Ballroom 2 of Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Pathumwan, Bangkok Metropolis

Agenda ..... Subject.....

☐ Approve.....Vote(s) ☐ Not approve.....Vote(s) ☐ Abstain.....Vote(s)

Agenda ..... Subject.....

☐ Approve.....Vote(s) ☐ Not approve.....Vote(s) ☐ Abstain.....Vote(s)

Agenda ..... Subject.....

☐ Approve.....Vote(s) ☐ Not approve.....Vote(s) ☐ Abstain.....Vote(s)

Agenda ..... Subject.....

☐ Approve.....Vote(s) ☐ Not approve.....Vote(s) ☐ Abstain.....Vote(s)

Agenda ..... Subject.....

☐ Approve.....Vote(s) ☐ Not approve.....Vote(s) ☐ Abstain.....Vote(s)

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Signed.....Grantor

(.....)

Date...../...../.....

Signed.....Proxy

(.....)

Date...../...../.....



Duty Stamp  
20 Baht

## Proxy (Form C.)

Made at.....

Date.....Month.....Year 2006

(1) I/We..... Nationality.....

Residing at No..... Road..... Subdistrict..... District.....

Province..... Postal Code..... Country.....

(2) As a shareholder of Diamond Roofing Tiles Public Company Limited,

holding a total number of.....shares with Share Certificate No.....

(3) Here by appoint

☐ 1. .... Age.....year

Residing at No.....

☐ 2. Mr.Somboon Phuvoravan Independent Director Age 60 year  
No.11/28 Moo 2, Petchkasem Rd., Soi Petchkasem 28 (Soi Prachan), Bangrak, Pasicharoen, Bangkok 10160

☐ 3. Mr.Anun Louharanoo Independent Director Age 53 year  
No.95/81 Moo Baan Ramkamhaeng Moo 1, Ramkamhaeng Rd., Sapansoong, Sapansoong, Bangkok 10240

As my/our proxy to attend and vote in the 21<sup>st</sup> Annual General Meeting of Shareholders Year 2006 on Thursday, 27 April 2006 at 10.30 hours at the Ballroom 2 of Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Pathumwan, Bangkok Metropolis

Or at any adjournment thereof to any other date, time and venue.

(4) The number of votes for which I/We authorize the Proxy to vote in this meeting

Is.....Votes

(5) I/We wish to have the Proxy vote in this meeting as follows:-

.....  
.....  
.....



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

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Notes: 1. A shareholder may fill-in information in respect of Clause (5) or any other information that this form does not cover as it deems appropriate.

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

3. A shareholder may authorize a proxy to cast the vote pursuant to or less than the total amount of shares specified in Clause (2) by way of filling – in Clause (4)

4. The Votes of a shareholder may be split ,i.e. approve, not approve or abstain for certain number of votes.



**Curriculum Vitae of the Independent Directors**  
(In case of Shareholder granting Proxy to the Independent Director)



Profile of Independent Directors Appointed to Be Proxy of Shareholders Not Available to Be Present in the Meeting.

**Curriculum Vitae of the Independent Director**  
**Diamond Roofing Tiles Public Company Limited**

<b>Name - Surname</b>	Mr. Somboon Phuvoravan
<b>Position</b>	Director, Audit Committee Chairman and Independent Director
<b>Age</b>	60 years
<b>Education</b>	<ul style="list-style-type: none"><li>- Bachelor of Engineering, Chulalongkorn University</li><li>- Master of Business Administration (MBA) Thammasart University</li><li>- Certificate: Directors Development Program of Thai Institute of Directors Association (IOD):<ul style="list-style-type: none"><li>Director Accreditation Program - Class 32/2005 (DAP 32/2005)</li><li>Audit Committee Program – Class 4/2005 (ACP 4/2005)</li><li>Director Certification Program - Class 55/2005 (DCP 55/2005)</li></ul></li></ul>
<b>Experience</b>	<p>1995-2004 : Executive Director, Senior Vice President Siam City Cement Public Company Limited</p> <p>2001-2004 : Executive Director, Eagle Cement Co.,Ltd.</p> <p>2001-2004 : Executive Director, Holcim (Bangadesh) Co.,Ltd.</p> <p>1993-1999 : Executive Director, Siam City Brassware Co.,Ltd.</p> <p>1995-1999 : Managing Director, Siam City Tiles and Pipes Co.,Ltd. (Currently name as Diamond Roofing Tiles PCL)</p>
<b>Present Position</b>	2003-present : Director, Audit Committee Chairman, Independent Director Diamond Roofing Tile PCL



Profile of Independent Directors Appointed to Be Proxy of Shareholders Not Available to Be Present in the Meeting.

### Curriculum Vitae of the Independent Director

#### Diamond Roofing Tiles Public Company Limited

<b>Name - Surname</b>	Mr. Anun Louharanoo
<b>Position</b>	Director, Audit Committee and Independent Director
<b>Age</b>	53 years
<b>Education</b>	<ul style="list-style-type: none"><li>- Bachelor of Accounting, Thammasart University</li><li>- Bachelor of Laws, Thammasart University</li><li>- Certificate: Directors Development Program of Thai Institute of Directors Association (IOD):<ul style="list-style-type: none"><li>Director Accreditation Program - Class 1/2003 (DAP 1/2003)</li><li>Director Certification Program - Class 29/2003 (DCP 29/2003)</li><li>Audit Committee Program - Class 2/2004 (ACP 2/2004)</li></ul></li></ul>
<b>Experience</b>	<p>1999-2002 : Director, Karat Sanitaryware PCL (Currently name as Kholer (Thailand) PCL)</p> <p>1994-2000 : Director, Gulf Electric PCL</p>
<b>Present Positions</b>	<p>2004-present : Director, Audit Committee, Independent Director, Royal Porcelain PCL</p> <p>2005-present : Director, Audit Committee, Independent Director, Diamond Roofing Tile PCL</p> <p>1985-present : Director, Executive Director, Chief Financial Officer Lanna Resources Public Company Limited.</p>



## ANNUAL REPORT 2005

If the shareholder would like to receive a copy of the Annual Report 2005, please provide the following information:

Please give your name and address where you would like the Annual Report 2005 to be sent to:

Name.....

Address.....

.....

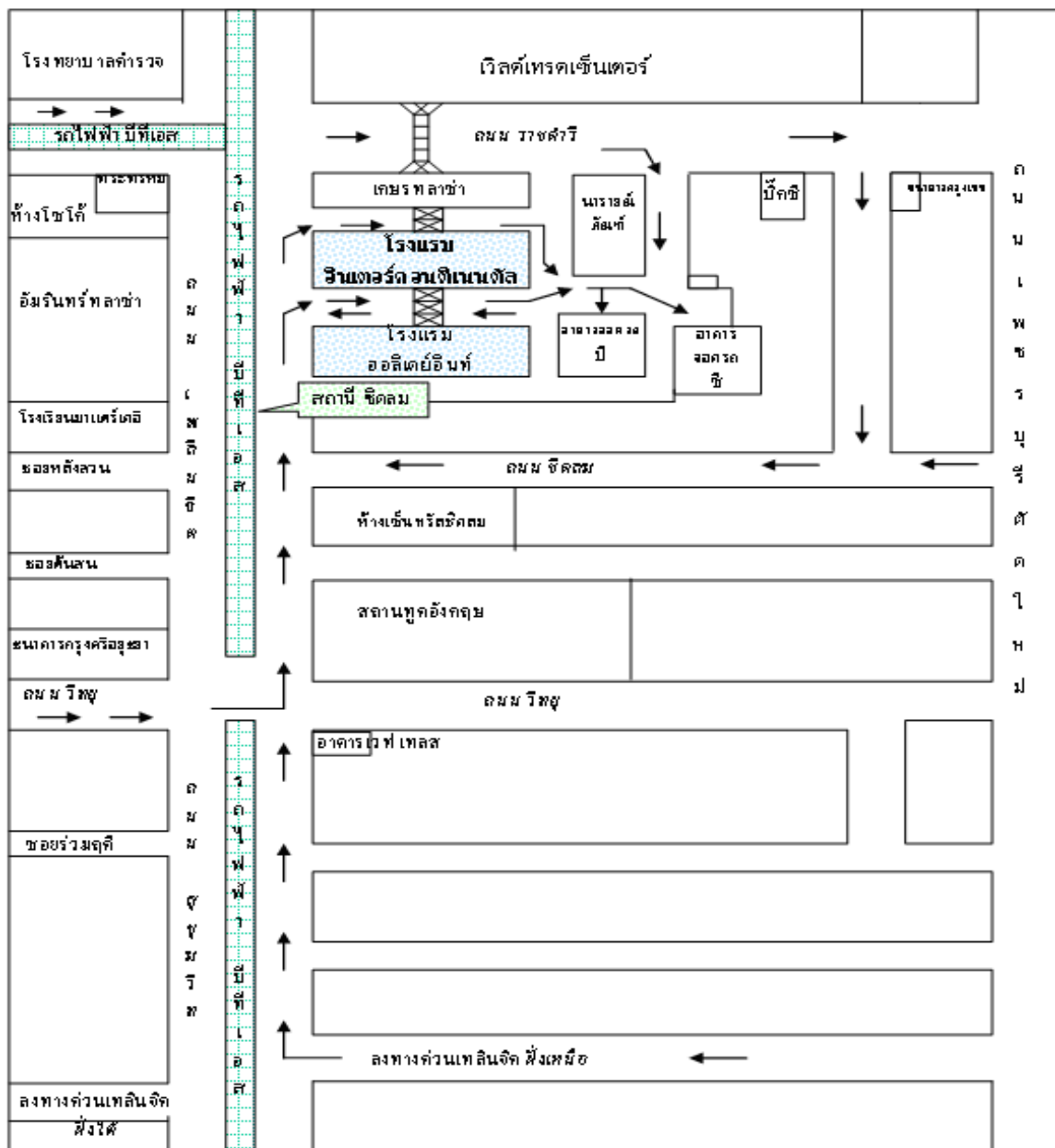
Please fax the information to the following number, **0-3622-1464** or mail to the address below:

**Accounting and Financial Department**

**Diamond Roofing Tiles Public Company Limited**

**69-70 Moo 1, Mitraphap Road km. 115, Talingchan, Muang, Saraburi 18000**

The company will mail you the Annual Report 2005 at the earliest opportunity.



Intercontinental Hotel Bangkok  
971, 973 Ploenchit Road  
Lumpini, Pathumwan, Bangkok 10330  
Tel.: 0 2656-0444 Fax: 0 2656-0555

(formerly Royal Meridian Hotel and Meridian President Hotel)