



กระเบื้อง  
**ตราเพชร**  
DIAMOND ROOFING TILES



# เจียระไน

Invitation to the 23<sup>rd</sup> Annual General Meeting of

Shareholders

(Year 2008)

**Diamond Roofing Tiles Public Company Limited**

Friday, April 4, 2008 at 10.30 Hrs

At the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel

971,973 Ploenchit Road, Lumpini, Pathumwan, Bangkok

Ref. DRT. 072/2008

March 24, 2008

**Subject: Invitation to the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008)**

**Attention: Shareholder**

**Enclosed:**

1. Annual Report Year 2007 on CD-ROM
2. Minutes of the Extraordinary Meeting of Shareholders No.1/2007
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 on the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) to be held on Friday, April 4, 2008 at 10:30 hours., at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the following meeting agenda:

**Agenda 1: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2007**

**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 2007**

**Board of Directors' Opinion:** The Shareholders' Meeting should acknowledge the operating results for the year 2007 (details in the document attached herewith).

**Agenda 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2007**

**Board of Directors' Opinion:** The Shareholders' Meeting should approve the audited Balance sheets and Statements of Income for the year ended December 31, 2007 (details in the document attached herewith).

**Agenda 4: Approval of the Appropriation of Earnings and Dividend Payment for the Operating Results ended December 31, 2007**

**Board of Directors' Opinion:** The Shareholders' Meeting should approve the appropriation of earnings of Baht 20,000,000 to be set aside as statutory reserve according to the law and for dividend payment for the operating results ended December 31, 2007 at Baht 0.30 per share, in which the interim dividend payment of Baht 0.12 per share (1 billion shares) had already been approved on August 20, 2007 and paid to the shareholders on September 19, 2007. Therefore, an additional Baht 0.18 per share (1 billion shares) will be paid to the shareholders whose names appear in the Share Registry Book as of March 19, 2008 at 12:00 hours. The total payment will be Baht 180,000,000. Payment will be made to the shareholders on April 29, 2008 (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. Prakrit Pradipasen, Mr. Phaithoon Kijssamrej and Mr. James Patrick Rooney (details in the documents attached).

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

**Board of Directors' Opinion:** The Shareholders' Meeting should approve 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 Amsageam, certified public accountant no. 3684 of KPMG Phoomchai Audit Ltd., to be the auditor for the year 2008 with the yearly audit fee of not more than Baht 1,020,000, not including other expenses, which the Audit Committee have already approved (details in the documents attached herewith).

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

The Company will close the Share Registry Book, suspending transfer of shares, from Wednesday, March 19, 2008 at 12:00 hours until the conclusion of the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) in order to compile the list of shareholders who are entitled to attend the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) and to receive the dividend.

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. Asanee Chantong)  
Managing Director

## AGENDA 1

### APPROVAL OF THE MINUTES OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS NO.1/2007

#### **Background**

The Company convened the Extraordinary Meeting of Shareholders No.1/2007 on Tuesday, August 21, 2007 during 10:30 hrs. to 12:10 hrs. at the Platinum Room 1, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, 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 Extraordinary Meeting of Shareholders No.1/2007 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 EXTRAORDINARY MEETING OF SHAREHOLDERS NO. 1/2007**  
**OF**  
**DIAMOND ROOFING TILES PUBLIC COMPANY LIMITED**

The meeting was held on Tuesday, August 21, 2007 at 10:30 hrs. at the Platinum Room 1, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

Mr. Prakrit Pradipasen, presided as the Chairman of the Shareholders' Meeting by which he stated that this Shareholders' Meeting had 50 shareholders attending in person and 48 shareholders granting proxies to attend the meeting for a total of 98 persons, with an aggregate total amount of 161,189,556 shares or 80.59 percent of the total number of shares constituting a quorum according to the Company's regulation. The following nine directors attended the meeting (the Company has a total of nine directors).

- |                             |  |
|-----------------------------|--|
| 1. Mr. Prakrit Pradipasen   | Chairman of the Board  |
| 2. Mr. Chaityut Srivikorn   | Director / Nomination and Remuneration Committee Chairman                                    |
| 3. Mr. James Patrick Rooney | Director   |
| 4. Mr. Phaithoon Kijssamrej | Director / Nomination and Remuneration Committee Member                                      |
| 5. Mr. Somboon Phuvoravan   | Independent Director / Audit Committee Chairman  |
| 6. Mr. Suvit Nardwangmuang  | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| 7. Mr. Anun Louharanoo      | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| 8. Mr. Asanee Chantong      | Director / Managing Director   |
| 9. Mr. Satid Sudbuntad      | Director / Deputy Managing Director Sales and Marketing                                      |

In order to properly conduct the meeting, the Chairman had assigned Ms. Sarochin Ubonlert (Marketing Manager) to clarify the rules and practices for voting for each of the meeting agendas, which could be summarized as follows:

1. 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.
2. In order for quick vote counting process during 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 should use voting ballots, which were distributed during the registration before 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.

The Chairman officially commenced the Meeting and proceeded in accordance with the following agendas:

**AGENDA 1: APPROVAL OF THE MINUTES OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2007)**

The Chairman proposed to the meeting to consider for approval the minutes of the 22<sup>nd</sup> Annual General Meeting of Shareholders (Year 2007) which was held on March 26, 2007. The minutes of said meeting had been forwarded to shareholders in advance along with the meeting invitation and proposed for approval.

The Chairman provided opportunity for inquiries from the shareholders.

Shareholder Mr. Hungchai Akkavasakul, Representative from the Thai Investors Association, commended the Company on the Minutes of the Annual General Meeting of Shareholders Year 2007 which was attached with the meeting invitation that it contained complete records of inquiries and clarifications. The Minutes would be useful for the shareholders whom did not attend the meeting as information for their decision making. Therefore, the Meeting Invitation of the Company had been selected for a case study on corporate governance subject for the university students.

**Chairman**

Mr. Prakrit Pradipasen, Chairman, thanked Mr. Hungchai Akkavasakul, Representative from the Thai Investors Association, for valuable recommendations for the Company. As for the other inquiries from the shareholders which were not pertained to this meeting agenda of the Minutes approval would be clarified during Agenda 4 after each meeting agenda has been considered.

The Chairman asked the Shareholders' Meeting to consider the Agenda 1 as proposed above.

**Resolution:** The Shareholders' Meeting thoroughly considered and unanimously resolved to approve the minutes of the 22<sup>nd</sup> Annual General Meeting of Shareholders (Year 2007) with the following number of votes.

Number of "Approve" Votes:	161,189,556	Votes
Number of "Disapprove" Votes:	-	Votes
Number of "Abstain" Votes:	-	Votes

**Agenda 2:**

**Consideration for the Change of the Company's Share Par Value from the Current Value of Baht 5.00 (Five Baht) per Share to a Value of Baht 1.00 (One Baht) per Share**

The Chairman announced to the Shareholders' Meeting that in order for the Company's share par value to be in line with the majority of the listed companies in the Stock Exchange of Thailand and also for increasing the number of the Company's ordinary shares and liquidity in the Stock Exchange of Thailand; therefore, the Shareholders' Meeting was proposed to consider changing of the Company's share par value from the current par value of Baht 5.00 (Five Baht) per share to a par value of Baht 1.00 (One Baht) per share which would result in an increase in the number of Company's ordinary shares from 200,000,000 shares (Two hundred million shares) to 1,000,000,000 shares (One billion shares) registered capital of Baht 1,000,000,000 (One billion Baht); thus, increasing Company's shares trading liquidity.

The Chairman provided opportunity for inquiries from the shareholders and when there was no inquiry, the Shareholders' Meeting was asked to consider the change of Company's ordinary share par value as proposed above.

**Resolution:** The Shareholders' Meeting thoroughly considered and unanimously resolved to approve the change of Company's ordinary share par value as proposed above which was held on March 26, 2007 with the following number of votes.

Number of "Approve" Votes:	161,189,556	Votes
Number of "Disapprove" Votes:	-	Votes
Number of "Abstain" Votes:	-	Votes

**Agenda 3:**

**Consideration for the Amendment on the Article No. 4 of the Company's Memorandum of Association**

The Chairman announced to the Shareholders' Meeting in order to be in line with the change of Company's ordinary share par value as proposed in Agenda 2, the following amendments on the Article No. 4 of the Company's Memorandum of Association were required.

**Previous Statements:**

Article No. 4	Registered Capital:	1,000,000,000 Baht	(One billion Baht)
	Divided into:	200,000,000 Shares	(Two hundred million shares)
	Value per Share:	5.00 Baht	(Five Baht)
	Separated into:		
	Ordinary Shares:	200,000,000 Shares	(Two hundred million shares)
	Preferred Shares:	- Share	( - )



#### Amended Statements:

Article No. 4	Registered Capital:	1,000,000,000 Baht	(One billion Baht)
	Divided into:	1,000,000,000 Shares	(One billion shares)
	Value per Share:	1.00 Baht	(One Baht)
	Separated into:		
	Ordinary Shares:	1,000,000,000 Shares	(One billion shares)
	Preferred Shares:	- Share	( - )

The Chairman provided opportunity for inquiries from the shareholders and when there was no inquiry, the Shareholders' Meeting was asked to consider the amendment on the Article No. 4 of the Company's Memorandum of Association as proposed above.

**Resolution:** The Shareholders' Meeting thoroughly considered and unanimously resolved to approve the amendment on the Article No. 4 of the Company's Memorandum of Association as proposed above with the following number of votes.

Number of "Approve" Votes:	161,189,556	Votes
Number of "Disapprove" Votes:	-	Votes
Number of "Abstain" Votes:	-	Votes

#### AGENDA 4: CONSIDERATION OF OTHER MATTERS

The Chairman informed the Shareholders' Meeting that the Board of Directors' Meeting dated August 20, 2007 had resolved to approve of an interim dividend payment for the operating results of the 1<sup>st</sup> half of 2007 at Baht 0.60 per share, of which the Company had already reported to the Stock Exchange of Thailand.

The Chairman provided opportunity for the shareholders to inquire additional information concerning with the business management of the Company as follows:

<u>Shareholder</u>	Mr. Kajorn Lertsakulpanich, minority shareholder, inquired about the provision for losses of land assets at Chonburi Province whether the Company had any plan with these land assets not used in the business operation. For the Company's Annual Report, it was suggested that besides having summary on the financial statements, visions and future plans for the subsequent years should also be included.
<u>Chairman</u>	Mr. Prakit Pradipasen, Chairman, clarified that for the provision for losses of land assets not used in the business operation, the Board of Directors has normally considered selling the land assets that are not used and using the money for working capital. As for the visions and future business plan, the Company routinely carries out these tasks. In order to publish the information, the Company must notify the Stock Exchange of Thailand and the Securities and Exchange Commission. However, the business plan is very essential and obligatory to the Company and must be carefully thought out in order to make the business plan suitable for its business operation.
<u>Shareholder</u>	Mr. Kajorn Lertsakulpanich, minority shareholder, inquired that the Company's production rate had almost reached its full production capacity and how the Company planned to resolve this problem as it might affect the expansion of market share.
<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that the fiber cement tile type of products had almost reached its market potential but only consumers behavior had shifted from white-color tiles to colored tiles, so not having much impact on the market share. The Company has also promoted new products including boards and siding boards and also considered the matter concerning expansion of new production lines.

<u>Shareholder</u>	Minority shareholder inquired that if the Company changed its production lines from asbestos to non-asbestos type, it was requested that the technical division of the Company carefully inspect every process to prevent any problem. And according to the announcement by the Chairman that the Board of Directors had resolved to approve the interim dividend payment of Baht 0.60 per share, but when compared with the dividend payment of the past year at Baht 0.50 per share with significant increase in net profit and lower cost of production in this year, the shareholder asked whether the dividend payment ratio was lower than it should be. The Board of Directors was also asked to help ensure the benefit to the shareholders.
<u>Chairman</u>	Mr. Prakit Pradipasen, Chairman, clarified that for the change of production line, the Board of Directors had carefully considered the matter as asbestos was the best raw material in terms of structural strength for the products and the suggestions by the shareholder were correct. As for the announcement of the dividend payment, it was only an interim dividend of which the Company has tried to always maintain the balance between dividend payment and its financial status to be in good condition and no matter what the economic situation is the Company can still survive. Nevertheless, majority of the Directors are also shareholders who has tried to ensure highest benefit to the shareholders and the Board of Directors would consider the matter concerning the dividend again at the end of the year.
<u>Shareholder</u>	Mr. Suwan Decharintr, minority shareholder, inquired about what cement companies the Company bought cement from as raw material of the products.
<u>Chairman</u>	Mr. Prakit Pradipasen, Chairman, clarified that the Company bought cement from several cement companies including Siam City Cement, TPI, and Siam Cement, which was selected based on suitable specifications and price.
<u>Shareholder</u>	Mr. Noppadol Pansumrit, minority shareholder, inquired that the profit ratio in the 2 <sup>nd</sup> quarter had increased significantly and whether the Company could maintain this level of profit ratio in the future.
<u>Chairman</u>	Mr. Prakit Pradipasen, Chairman, clarified that the question could not be answered as there were several factors such as cost of raw materials, Thai Baht currency, growth rate of property market sector, etc. The Company would try to maintain the profit ratio to be close to the past as much as possible.
<u>Shareholder</u>	Mr. Manit Charoenshewin, minority shareholder, inquired that why the Company did not use coal in place of natural gas as the price of coal is less expensive than that of natural gas.
<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that the reasons for utilizing natural gas are for its economy, cleanliness and convenience. Using coal has limitations and is not suitable in many aspects.
<u>Shareholder</u>	Minority shareholder inquired whether or not there would be any shareholding structure changes of the major shareholders after the par splits.
<u>Chairman</u>	Mr. Prakit Pradipasen, Chairman, clarified that as far as he knew there would not be any change in the shareholding structure of the major shareholders.
<u>Shareholder</u>	Mr. Sakchai Sakulsrinontree, minority shareholder, inquired about the Jearanai board products of which sales contract had already been signed with the Government Uur-Athorn Housing Project but this Project had not been constructed for the past three years, whether or not this had any impact on the Company.
<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that the Government Uur-Athorn Housing Project was not considered as main revenue for the Company; therefore, the Company was not much affected.
<u>Shareholder</u>	Minority shareholder inquired about which quarters of the year received high revenues from the sales of concrete tiles.



<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that sales volumes were high during the 1 <sup>st</sup> and 2 <sup>nd</sup> quarter and gradually reduced in the following quarters. Therefore, the Company has tried to promote more sales overseas to compensate for the reduction in the other quarters.
<u>Shareholder</u>	Minority shareholder inquired why the Company had not advertised in the television media for the past two years or there had not been budget for this part.
<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that advertising in the television media was costly and therefore it would be considered only when new product was launched. Normally, marketing through sales representatives is the most effective and advertisement in the print media or local media can have more consumer penetration.
<u>Shareholder</u>	Minority shareholder inquired whether the Company would be able to make as much profit during the 2 <sup>nd</sup> half of the year as in the 1 <sup>st</sup> half of the year and whether there was any impact from the slow down in the housing project business.
<u>Chairman</u>	Mr. Prakit Pradipasen, Chairman, clarified that the majority of the Company's sales revenue did not come from the housing projects as the Company had various types of products and were mostly sold to general public and therefore not having much impact to the Company.
<u>Shareholder</u>	Mr. Supoj Uur-chailertkul, minority shareholder, inquired the Company should specify the percentage of tax credit on the dividend.
<u>Director</u>	Mr. Asanee Chantong, Director and Managing Director, clarified that the Company had already reported in the letter to the Stock Exchange of Thailand that the Company paid the dividend from the net profit after deduction of corporate income tax of 25 percent.
<u>Shareholder</u>	Minority shareholder inquired about problem arising from the popularity of building condominiums which would reduce the need for roofing and suggested that the Company produce eave, mold and handrail whether or not the imported products from China had any impact on the Company.
<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that as mentioned earlier that the Company had attempted to enter the market for interior boards and synthetic wood accessories. Most of the imported products from China are floor tiles as roofing tile products involve several accessories making it difficult for import as product imports must also be compared with cost and after sales service.
<u>Shareholder</u>	Minority shareholder inquired about the issue concerning with concern by the some analysts that there might be a law prohibiting use of asbestos in the production.
<u>Director</u>	Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, clarified that the Company constantly monitored the laws and the new production line would be of non-asbestos type which had to be gradually developed. However, the Company can still sell fiber cement tiles and non-asbestos products would be the other alternative for the consumers.
<u>Shareholder</u>	Mr. Hungchai Akkavasakul, Representative from the Thai Investors Association, requested the Independent Directors to promote corporate governance in the business operation by taking the Company's Meeting Invitation for use in other listed companies that the Independent Directors are honored to be in the positions. Afterward, he expressed thank to all the inquiries and clarifications happened during this meeting and wished that every company do the same as foundation for corporate governance in business operation.

Afterward, the Chairman inquired whether any shareholder had any inquiry during this meeting.

It appeared that no one had any further inquiry in this meeting.

The Chairman therefore moved to close the meeting and thanked all the shareholders for attending this meeting.

The meeting was closed at 12:10 hrs.



Mr. Prakrit Pradipasen  
Chairman of the Meeting



Ms. Thanakarn Phanthapirat  
Secretary to the Meeting

## AGENDA 2

### ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS FOR YEAR 2007

#### **Background**

The Report of the Board of Directors on the Operating Results of Year 2007 including other information and reports of the Company during 2007 have been reported in the Annual Report Year 2007 and forwarded to every shareholder in advance along with the meeting invitation.

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

The Report of the Board of Directors on the Operating Results of Year 2007 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, 2007

##### **Background**

Ms. Bongkot Amsageam, certified public accountant no. 3684, of KPMG Phoomchai Audit Limited, has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2007, of which have been reported in the Annual Report Year 2007, including the analysis of the financial status and operation results of the Company and forwarded to every shareholder 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 Report of the Audit Committee included in the Annual Report Year 2007.

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

The Board of Directors has considered that the financial statements of year 2007 provide complete and adequate information on the financial status and operating results, in accordance with the generally accepted accounting standards. Therefore, the above Balance Sheets and Statements of Income for the year ended December 31, 2007 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 AND DIVIDEND PAYMENT FOR THE OPERATING RESULTS ENDED DECEMBER 31, 2007

#### **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 yearly net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital, except that the statutory reserve level set in the Company’s Articles of Association or in other regulations is required to be higher than 10 percent”

#### **Dividend Payment Policy**

If there are no other necessities and the dividend payment has no significant impact on the Company’s normal operation, 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 regulations.

#### **Board of Directors’ Opinion**

The Board of Directors’ Meeting No. 189 (2/2008) dated February 25, 2008, has considered and resolved to propose to the shareholders’ meeting for consideration and approval the following appropriation of earnings of Baht 20,000,000 to be set aside as statutory reserve according to the law and dividend payment for the operating results ended December 31, 2007 at Baht 0.30 per share as follows:

<b>Dividend Payments and Statutory Reserve Figures (Unit : Million Baht)</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>
Par Value (Baht Per Share)	5.00	5.00	1.00
Number of Shares (Million Shares)	200.00	200.00	1,000.00
Net Earnings per Share (Baht per Share)	1.22	1.57	0.39
Dividend per Share (Baht per Share)	1.00	1.10	0.30
Dividend Payout Ratio (%)	88%	70%	77%
Retained Earnings (Loss) from Previous Year	19.66	33.79	111.83
<u>Plus</u> Net Earnings (Loss) for the Year	201.13	314.04	393.38
<u>Less</u> Statutory Reserve	11.00	16.00	20.00
Interim Dividend Payment No. 1/200x	96.00	100.00	120.00
Interim Dividend Payment No. 2/200x	80.00	120.00	180.00*
<b>Retained Earnings (Loss) Carried Forward</b>	<b>33.79</b>	<b>111.83</b>	<b>185.21</b>

\* The dividend payment No. 2/2008 which is expected within April 29, 2008 at Baht 0.18 per share must be approved from the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) first before the said dividend payment can be undertaken.

Therefore, shareholders will receive dividend payments for Year 2007 in two payments, the first payment of Baht 0.12 per share was paid on September 19, 2007 and the second payment of Baht 0.18 per share to be paid by April 29, 2008 for a total of two dividend payments at Baht 0.30 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 March 19, 2008 at 12:00 hrs. The above dividend payments received by the shareholders are subject to income tax according to the Revenue Code. (The Company pays dividend from net profit after tax deduction of 25 percent)

#### **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 ( $1/3$ )".

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 2008 is considered the forth meeting since the Company's listing as a public limited company, having three directors who will be retired by rotation; namely, (1) Mr. Prakit Pradipasen (2) Mr. Phaithoon Kijsamrej and (3) Mr. James Patrick Rooney.

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

The Board of Directors' meeting No. 189 (2/2008), dated February 25, 2008, has resolved to propose to the shareholders' meeting for consideration of the re-appointment of all of the following three directors for another term of directorship.

1. Mr. Prakit Pradipasen: Proposed for re-appointment as Director and Chairman of the Board
2. Mr. Phaithoon Kijsamrej: Proposed for re-appointment as Director and Nomination and Remuneration Committee Member
3. Mr. James Patrick Rooney: Proposed for re-appointment as Director

The Brief curricula vitae of the three directors proposed for re-appointment, including age, education, experience and business positions, etc. have been included in the document attached herewith and forwarded to every shareholder in advance along with this meeting invitation. As for the nomination criteria and procedure, the selection for the directorship positions must be considered by the Nomination and Remuneration Committee. Nonetheless, the Company's Directors have jointly considered the detailed information on the experience, education as well as meeting attendance records of the above three directors retired by rotation and agreed that they all possess the knowledge, capabilities and experience which are deemed beneficial and also essential in the management of the Company for its continuous stability and development.

Accordingly, the Shareholders' Meeting is proposed to consider the re-appointment of directors whom are retired by rotation for another term, including appointment for the position of the Chairman, Nomination and Remuneration Committee Member, depending on each case as proposed above.



## 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 (based on shareholding as at December 31, 2007; namely, Mr. Prakit Pradipasen holding 18,839,500 shares; Mr. Phaithoon Kijssamrej holding 1,500,100 shares and Mr. James Patrick Rooney holding 2,000,100 share, number of shareholding including spouse and minor child), or the proxy holder from the other shareholder shall not have the voting right for the appointment of director under his name due to a direct conflict of interest.

## CURRICULUM VITAE OF MR. PRAKIT PRADIPASEN



**Proposed Positions:** Director and Chairman of the Board

**Position in the Company:** Chairman of the Board

**Nationality:** Thai

**Age:** 66 years

**Education:**

- Bachelor of Science in Business Administration Silliman University, Philippines
- Master of Business Administration Wayne State University, USA
- Citibank Credit Training Center, Philippines
- Senior Executive Program, Stanford National of Singapore, Singapore
- Special Program of National Defence College, Joint Public & Private Sector Class 3
- Program for Senior Executive The Sloan School of Management Massachusetts Institute of Technology, USA

### Training Program of Thai Institute of Directors Association (IOD):

1. Director Accreditation Program Class 1/2004 (DAP 1/2004)

### Work Experience:

- (1) Currently holding Directorship / Executive positions in 11 listed companies as follows:
- 2003-present Chairman, Diamond Roofing Tiles PCL
  - 2002-present Independent Director and Audit Committee Chairman, Magnecomp Precision Technology PCL
  - 2000-present Director, Siam United Service PCL
  - 2000-present Chairman, Asian Marine Service PCL
  - 2000-present Director and Audit Committee Chairman, Hardthip PCL
  - 2000-present Director and Audit Committee Chairman, Luckytex (Thailand) PCL
  - 2000-present Director and Audit Committee Chairman, Bata Shoe of Thailand PCL
  - 2000-present Director and Audit Committee Chairman, The Erawan Group PCL (Previous Name: Amarin Plaza PCL)
  - 2000-present Director and Audit Committee Chairman, Supalai PCL
  - 2000-present Director and Audit Committee, Thai Carbon Black PCL
  - 2000-present Director and Audit Committee, The Minor Group PCL

(2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above) of 7 companies as follows:

- 2004-present Chairman, Thai Sugar Miller Corp.
- 2004-present Director, Siam Mongkol Marine Co., Ltd.
- 2002-present Director, Myriad Materials Co., Ltd.
- 2000-present Chairman, Angthong SugarTerminal Co., Ltd.
- 2000-present Chairman, Nai Lert Park Hotel Co., Ltd.
- 2000-present Executive Director, J.P. Rooney & Associates
- 1980-present Director, The Bangkok Weaving Mill Co., Ltd.

(3) Work Experience during the Past 5 Years:

- 2000-2005 Director, Bangkok Mass Transit System PCL
- 2002-2006 Director and Audit Committee Chairman, Tongkah Harbour PCL

**Position in business which may create conflict of interest with the Company:** Yes, Myriad Materials Co., Ltd.

**Shareholding in the Company as of December 31, 2007:** 18,839,500 shares or 1.89%

**Period of Directorship with the Company:** 4 years

**Meeting Attendance Record:** - Board of Directors' Meeting in 2007: 12 out of 12 times

## CURRICULUM VITAE OF MR. PHAITHOON KIJSAMREJ



<b>Proposed Positions:</b>	Director and Nomination and Remuneration Committee Member
<b>Position in the Company:</b>	Director and Nomination and Remuneration Committee Member
<b>Nationality:</b>	Thai
<b>Age:</b>	65 years

- Education:**
- Bachelor of Commerce, Chulalongkorn University
  - Asian Institute of Management, Manila, Philippines
  - Pacific Rim Bankers Program, University of Washington, USA

**Training Program of Thai Institute of Directors Association (IOD):**

1. Director Accreditation Program Class 32/2005 (DAP 32/2005)
2. Director Certification Program Class 55/2005 (DCP 55/2005)

**Work Experience:**

- (1) Currently holding Directorship / Executive positions in 1 listed company as follows:
  - 2003-present Director, Nomination and Remuneration Committee Member  
Diamond Roofing Tiles PCL
- (2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above) of 6 companies as follows:
  - 2005-present Director and Audit committee Chairman, Finansia Life Assurance Co., Ltd.
  - 2004-present Audit Committee Member, The Thai Chamber of Commerce
  - 2003-present Director, Myriad Materials Co., Ltd.
  - 2003-present Director, Elm Tree Co., Ltd.
  - 2001-present Director, Siam Administrative Management Co., Ltd.
  - 1998-present Chairman, SCMB Co., Ltd.
- (3) Work Experience during the Past 5 Years:
  - 2003-2006 Executive Committee Chairman, Diamond Roofing Tiles PCL
  - 2001-2003 Chairman, Wongpaitoon Planner Co., Ltd.
  - 2001-2003 Chairman, Wongpaitoon Group PCL

**Position in business which may create conflict of interest with the Company:** Yes, Myriad Materials Co., Ltd.

**Shareholding in the Company as of December 31, 2007:** 1,500,100 shares or 0.15%

**Period of Directorship with the Company:** 4 years

**Meeting Attendance Record:**

- Board of Directors' Meeting in 2007: 11 out of 12 times
- Nomination and Remuneration Committee's Meeting in 2007: 4 out of 4 times

## CURRICULUM VITAE OF MR. JAMES PATRICK ROONEY



**Proposed Positions:** Director  
**Position in the Company:** Director  
**Nationality:** American  
**Age:** 70 years

**Education:**

- The American Graduate School of International Management, MBA
- Yale University Department of Far Eastern Studies
- Pomona College, BA

**Training Program of Thai Institute of Directors Association (IOD):**

1. Director Certification Program Class 47/2004 (DCP 47/2004)

**Work Experience from Past to Present:**

- (1) Currently holding Directorship / Executive positions in 1 listed company as follows:
  - 2003-present Director, Diamond Roofing Tiles PCL
- (2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above) of 13 companies as follows:
  - 2006-present Director, Siam Society, Bangkok, Thailand
  - 2003-present Director, Myriad Materials Co.,Ltd. , Bangkok, Thailand
  - 2003-present Director, Samitivej PCL, Bangkok, Thailand
  - 2001-present Director, Center for International Business Education and Research, University of Colorado, Denver, Colorado
  - 1998-present Director, Asia Works Television Ltd. , Bangkok, Thailand
  - 1994-present Director, Yenakat Holdings Ltd. , Bangkok, Thailand
  - 1994-present Director, American University Alumni Association Language Center, Bangkok, Thailand
  - 1994-present Director, Bangkok Airway Ltd. , Bangkok, Thailand
  - 1984-present Director, Taxplan Incorporate, Manila, Philippines
  - 1984-present Chairman, Taxplan Services Ltd., Singapore
  - 1984-present Director, Thai Country Club , Bangkok, Thailand
  - 1983-present Director, Taxplan Ltd. , Bangkok, Thailand
  - 1979-present Chairman, J.P. Rooney&Associates Ltd. , Bangkok, Thailand
- (3) Work Experience during the Past 5 Years:
  - 1998-2003 Director, Carpets International PCL, Bangkok, Thailand

**Position in business which may create conflict of interest with the Company:** Yes, Myriad Materials Co., Ltd.

**Shareholding in the Company as of December 31, 2007:** 2,000,100 shares or 0.20%

**Period of Directorship with the Company:** 4 years

**Meeting Attendance Record:** - Board of Directors' Meeting in 2007: 10 out of 12 times

## 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 remunerations 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”.

The following information on the remuneration structure for the Directors is presented for consideration of this meeting agenda.

1) The fixed monthly remunerations for the Directors have been used since 2005 for a total of 9 directors with the Chairman of the Board receiving Baht 50,000 per month, the other remaining 8 directors receiving Baht 20,000 per month per person. This was approved during the meeting of the Board of Directors No. 156 (3/2005) on March 18, 2005 and has been in effect since March 2005 without any change.

2) The annual remuneration, which must be approved by the shareholder’s meeting each year. For the past 2006, the 22<sup>nd</sup> Annual General Meeting of Shareholders (Year 2007), had approved the annual remuneration for 9 directors, totaling of Baht 1,425,000, using the same basis of allocation as in the past years by which 1.5 parts were allotted for the Chairman at Baht 225,000, 1 part each for the remaining 8 directors, at Baht 150,000 each.

3) Additional remuneration for other 2 subcommittees are as follows:

3.1) The Audit Committee, which consists of 3 members, receives fixed monthly remuneration as follows. The Audit Committee Chairman receives Baht 30,000 per month and the other two Audit Committee Members receive Baht 10,000 per month each. The above remuneration rates have been used since May 2006 after approval by the 21<sup>st</sup> Annual General Meeting of Shareholders (Year 2006).

3.2) The Nomination and Remuneration Committee, which consists of 4 members, receives fixed monthly remuneration as follows. The Nomination and Remuneration Committee Chairman receives Baht 12,000 per month and the 3 committee members receive Baht 10,000 per month each, the above remuneration rates have been used since April 2007 after approval by the 22<sup>nd</sup> Annual General Meeting of Shareholders (Year 2007).

The amount of remuneration for the directors during the year for 2007 and the scope of authorities and duties for each of the Committees have been disclosed in the Annual Report Year 2007 under Remuneration for Directors and Management section, which have been forwarded in advance to every shareholder along with this meeting invitation.



## Board of Directors' Opinion

The Board of Directors' Meeting No. 189 (2/2008) dated February 25, 2008 has thoroughly considered of the appropriateness in various aspects, having compared with references from the listed companies in the Stock Exchange of Thailand, including consideration of the business expansion and increase in earnings of the Company. Therefore, the Board of Directors has resolved to propose to the shareholders' meeting to consider approving the remunerations for the Directors as follows:

1) Since the fixed monthly remunerations for the Chairman of the Board and Directors of the Company have not been adjusted from year 2005 and the Board of Directors has managed the Company so that it has grown with excellent operating results for the past 3 years. Thus, an increase of monthly remuneration has been proposed as follows; an increase of monthly remuneration for the Chairman of the Board from Baht 50,000 per month to Baht 60,000 per month; for the Directors from Baht 20,000 per month per person to Baht 30,000 per month per person.

2) During the past 2007, the Company had excellent operating results, higher than the established target. Thus, the annual remuneration has been proposed as follows; Baht 300,000 for the Chairman of the Board and Baht 200,000 for each of the Directors.

3) Since the remunerations for the Company's Audit Committee Members are still lower than the average level of the listed companies having similar sales revenues. Thus, an increase of monthly remuneration for the 2 Audit Committee Members has been proposed from Baht 10,000 per month to Baht 15,000 per month. The remuneration for the Audit Committee Chairman remains the same at Baht 30,000 per month.

4) In order to adjust the remuneration for the Chairman of the Nomination and Remuneration Committee to the level comparable with other companies in general, an increase of monthly remuneration for the Chairman of the Nomination and Remuneration Committee has been proposed from Baht 12,000 per month to Baht 20,000. The remuneration for the Nomination and Remuneration Committee Member remains the same at Baht 10,000 per month per person.

## Criteria and Procedure for Proposal of Remunerations

The establishment of remunerations for the Directors above has passed through the Nomination and Remuneration Committee by using and comparing the information on the directors' remunerations of the listed companies of year 2006 with the directors' remunerations of the Company, which can be presented below.

Description (Unit: Baht per person per year)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
All Sector	951,858	15,000	9,792,000	519,166	23,533	6,666,667
Construction Materials Sector	898,776	80,000	9,792,000	626,778	56,750	6,629,482
Diamond Roofing Tiles PCL Only	825,000			390,000		

Description (Unit: Baht per person per year)	Audit Committee Chairman's Remuneration			Audit Committee Members' Remuneration Excluding Audit Committee Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
All Sector	262,262	28,000	3,500,000	179,669	20,000	1,400,000
Construction Materials Sector	130,000	48,000	240,000	88,933	36,667	152,000
Diamond Roofing Tiles PCL Only	360,000			120,000		

Thus the monthly remuneration and annual remuneration for the Directors for year 2007 are proposed to the shareholders' meeting for approval, according to the above details.

## 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

### APPOINTMENT OF THE 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. 189 (2/2008) held on February 25, 2008 has resolved to appoint Mr. Winid Silamongkol, certified public accountant no. 3378 or Mr. Thiradthong Thepmongkorn, certified public accountant no. 3787 or Ms. Bongkot Amsageam certified public accountant no. 3684 of KPMG Phoomchai Audit Limited, to be the auditor with the yearly audit fee of Baht 630,000 and the quarterly audit fee of Baht 130,000 for each of the three quarters for a total fee of Baht 1,020,000. This is an increase from 2007 by Baht 30,000 or 3.03 percent. 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 2007	Year 2008	Increase (Decrease)	
			Amount	%
Yearly Audit Fee	630,000.00	630,000.00	-	-
Quarterly Review Fee	360,000.00	390,000.00	30,000.00	8.33
Total Audit Fee	990,000.00	1,020,000.00	30,000.00	3.03

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 5 years since 2003 to 2007. Mr. Winid Silamongkol, certified public accountant no. 3378, has certified the Company's financial statements for the past 3 years from 2004 to 2006. For 2007, Ms. Bongkot Amsageam, certified public accountant no. 3684, has certified the Company's financial statements for the first year.

The Shareholders' Meeting is proposed to consider appointing KPMG Phoomchai Audit Limited to be the auditor with the yearly audit fee and the quarterly audit fee for the three quarters for a total fee of Baht 1,020,000, according to the above details.

#### 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**

**DOCUMENTS AND EVIDENCE REQUIRED BEFORE ENTERING THE SHAREHOLDERS' MEETING**

Group of Meeting Attendants	Documents and Evidence
A Citizen attending the Meeting in person	Identification Card, Driver's License or Passport
A Citizen with Proxy	Proxy Form Copy of Identification Card, Driver's License or Passport of Proxy Grantor Identification Card, Driver's License or Passport of the Proxy
Juristic Person (Representative) attending the Meeting in person	Identification Card, Driver's License or Passport Copy of the registration of the juristic entity
Juristic Person (Representative) with Proxy	Proxy Form Copy of copy of the registration of the juristic entity Identification Card, Driver's License or Passport of the Proxy

**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 (not expired) 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 Moo 2 (Soi Prachan), Phetkasem Road 28, Bangchak, Phasichareon, Bangkok 10160
- Mr. Suvit Nardwangmuang: 1/81 Moo 1, Kwang Tungsonghong, Lak Si, Bangkok, 10210
- Mr. Anun Louharanoo: 95/81 Soi Ramkhumhang 92, Sarnsoong, 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:
  - 3.1 In a normal case, the resolution must be passed by a majority of votes.
  - 3.2 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.

## THE COMPANY'S ARTICLES OF ASSOCIATION CONCERNING WITH THE SHAREHOLDERS' MEETING

With reference to the Company's Articles of Association Section 6 regarding the Shareholders' Meeting, the following articles state as follows:

Article 37 The Board of Directors must arrange the shareholders' meeting which is the Annual General Meeting of Shareholders within 4 months after the end of the Company's financial year.

Other shareholders' meetings apart from the said shareholders' meeting shall be called extraordinary meeting of shareholders, by which the Board of Directors shall convene the extraordinary shareholders' meeting when deems appropriate.

The number of shareholders holding total shares not less than one-fifth ( $1/5$ ) of the total paid-up shares or the number of shareholders of not less than 25 shareholders holding total shares not less than one-tenth ( $1/10$ ) of the total paid-up shares, together sign a letter requesting the Board of Directors to convene the shareholders' meeting as the extraordinary meeting of shareholders, including clear statements of reasons and objectives for summon of the meeting in the said letter. In this case, the Board of Directors must arrange the shareholders' meeting within one month after receipt of the letter.

Article 38 For the summon of the shareholders' meeting, the Board of Directors is to prepare meeting invitation letter, including meeting venue, date, time, rules, agendas and matters to be proposed to the meeting with sufficient information. Each matter should be stated whether it is for acknowledgement, approval or consideration, including the opinions of the Board of Director for each matter. The meeting documents and information must be forwarded to the shareholders and the registrar not less than seven days before the meeting. Also, the said meeting invitation must be published in the newspaper for three consecutive days, not less than three days before the meeting.

The meeting venue can be at the Head Office of the Company or within the Province of the Head Office or other location as decided by the Board of Directors.

Article 39 For constituting the shareholders' meeting quorum, the number of shareholders and proxies from the shareholders (if any) must not be less than 25 persons or not less than half of the total number of shareholders and the total number of shares must not be less than one-third ( $1/3$ ) of the total paid-up shares.

In case for any shareholders' meeting that the time has passed for more than one hour and the number of shareholders has not constitute a meeting quorum as specified. If the shareholders' meeting was not requested by the shareholders, a new meeting shall be summoned and the meeting invitation shall be forwarded to the shareholders not less than seven days before the meeting date. This latter meeting shall not be obliged to the meeting quorum rule.

Accordingly, the shares owned by the Company are not counted in the meeting quorum for the shareholders' meeting.

Article 40 For the shareholders' meeting, the Chairman of the Board shall preside as the Chairman of the Meeting. If there is no Chairman of the Board, or the Chairman of the Board is absent or cannot conduct the meeting, the Deputy Chairman of the Board (if available) shall preside as the Chairman of the Meeting. If there is no Deputy Chairman of the Board or he cannot conduct the meeting, the meeting shall appoint a shareholder attending the meeting to preside as the Chairman of the Meeting.

Article 41 For the shareholders' meeting, the shareholder may grant proxy to other person with legal age to attend and vote at the meeting. The proxy form must be dated and signed by the shareholder granting proxy and in compliance with the Registrar's specification.

Article 42 The resolution of the shareholders' meeting must consist of the following votes:

- (1) In the normal case, the resolution 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.
- (2) In the following cases, the resolution shall be based on the number of votes not less than three-fourth ( $3/4$ ) of the total number of votes attending the meeting with voting right.
  - (A) Disposition or transfer of a whole or significant part of Company's business to other party.
  - (B) Acquisition or transfer of a whole or significant part of other company or private company to the Company.

- (C) Execution, amendment or termination concerning with the leasing of Company's business in whole or significant part of the Company's business, appointment of other party to manage the Company's business or merging of business with other party with objective to share equal profit and loss.
- (D) Amendment of the Company's Articles of Association
- (E) Increase or reduction of the Company's registered capital
- (F) Issuance of preferred shares, debentures, guarantee bonds, convertible debentures, warrants or bonds or other securities which can be performed according to the laws.
- (G) Termination of the Company
- (H) Merging of Company with other company.

Article 43 Matters to be conducted by the Annual General Meeting of Shareholders are as follows:

- (1) Consideration of the report of the Board of Directors on the operating results of the previous year
- (2) Consideration and approval of the balance sheets and statements of income of the previous year
- (3) Consideration of the appropriation of earnings
- (4) Appointment of Directors retired by rotation
- (5) Appointment of the auditor and determination of audit fee
- (6) Other matters

## 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      Only for shareholder whom is a foreign investor with appointment of custodian in Thailand to care for the shares

For the 23<sup>rd</sup> General Annual Meeting of Shareholders (Year 2008), if the shareholder is unable to attend the meeting, he/she may also grant proxy to the independent director as listed. The Company has prepared the proper proxy forms for this purpose.

For the shareholder who wishes to grant proxy for another person to attend the meeting, please choose **only one type of Proxy Form A or B**. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents to the Company in advance within **March 28, 2008**.

For the shareholder who is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares, please use only one of the Proxy Form A, B or C.



Duty Stamp  
20 Baht

## Proxy Form A

Made at.....

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

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

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

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

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

holding a total number of.....shares and number of votes equal to..... votes as follows:

Ordinary shares .....shares and number of votes equal to .....votes

Preferred shares.....shares and number of votes equal to .....votes

(3) Hereby granting proxy to:

1. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code ..... ; or,

2. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code ..... ; or,

3. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code .....;

only one of above as my/our proxy to attend and vote in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) on April 4, 2008 at 10:30 hours at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, the Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Lumpini, Pathumwan, Bangkok 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

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

### Notes:

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.

Duty Stamp  
20 Baht

## Proxy Form B

Made at.....

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

(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 and number of votes equal to..... votes as follows:

Ordinary shares .....shares and number of votes equal to .....votes

Preferred shares.....shares and number of votes equal to .....votes

(3) Hereby granting proxy to:

1. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code ..... ; or,

2. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code ..... ; or,

3. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code .....;

only one of above as my/our proxy to attend and vote in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) on April 4, 2008 at 10:30 hours at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, the Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

(1) ☐ **Agenda No. 1: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No. 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No. 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 4: Approval of the Appropriation of Earnings and Dividend Payment for the Operating Results ended December 31, 2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 6: Consideration for the Remuneration of the Directors**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The proxy is authorized to vote according to my/our wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 7: Appointment of the Auditor and Determination of Audit Fee**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 8: Other Matters (if any)**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

(2) ☐ **Agenda No. 5: Appointment of Directors Retired by Rotation**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Appointment of the group of Directors

☐ Approve ☐ Disapprove ☐ Abstain

☐ Appointment of Individual Director

Director's Name: **Mr. Prakit Pradipasen**

☐ Approve ☐ Disapprove ☐ Abstain

Director's Name: **Mr. Phaithoon Kijsamrej**

☐ Approve ☐ Disapprove ☐ Abstain

Director's Name: **Mr. James Patrick Rooney**

☐ Approve ☐ Disapprove ☐ Abstain

(5) Should the voting by the Proxy in any agenda not as specified in this Proxy Form, the voting would be considered incorrect and not represent my vote as the shareholder.

(6) 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 authorized 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

(.....)

Signed.....Proxy

(.....)

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. The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
3. In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form B) as attached .

## Annex to the Form of Proxy Form B

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

At the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) on April 4, 2008 at 10:30 hours at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, the Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

**Agenda No. ....Subject: .....**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda No. ....Subject: .....**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda No. ....Subject: .....**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda No. ....Subject: .....**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda No. ....Subject: .....**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Duty Stamp  
20 Baht

## Proxy Form C

(This only form for shareholder whom is a foreign investor with appointment of custodian in Thailand to care for the shares)

Made at.....

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

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

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

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

As the Custodian of Shares for ..... whom is the shareholder of Diamond Roofing Tiles Public Company Limited,

holding a total number of.....shares and number of votes equal to..... votes as follows:

Ordinary shares .....shares and number of votes equal to .....votes

Preferred shares.....shares and number of votes equal to .....votes

(2) Hereby granting proxy to:

1. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code ..... ; or,

2. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code ..... ; or,

3. .... Age.....years, residing at No. ....

Road ..... Subdistrict.....District .....

Province ..... Postal Code .....;

only one of above as my/our proxy to attend and vote in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) on April 4, 2008 at 10:30 hours at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, the Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

☐ Granting proxy for all the shareholding with the right to vote

☐ Granting partial proxy as follows:

☐ Ordinary shares of ..... shares with right to number of votes ..... votes

☐ Preferred shares of ..... shares with right to number of votes .....votes

For a total voting right of ..... votes



(4) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

(1) ☐ **Agenda No. 1: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ **Agenda No. 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ **Agenda No. 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ **Agenda No. 4: Approval of the Appropriation of Earnings and Dividend Payment for the Operating Results ended December 31, 2007**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ **Agenda No. 6: Consideration for the Remuneration of the Directors**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ **Agenda No. 7: Appointment of the Auditor and Determination of Audit Fee**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ **Agenda No. 8: Other Matters (if any)**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

(2) ☐ **Agenda No. 5: Appointment of Directors Retired by Rotation**

☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

☐ (B) The Proxy is authorized to vote according to my/our wish as follows:

☐ Appointment of the group of Directors

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

☐ Appointment of Individual Director

Director's Name: **Mr. Prakit Pradipasen**

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's Name: **Mr. Phaithoon Kijssamrej**

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's Name: **Mr. James Patrick Rooney**

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

(5) Should the voting by the Proxy in any agenda not as specified in this Proxy Form, the voting would be considered incorrect and not represent my vote as the shareholder.

(6) 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 authorized 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

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

#### Notes:

1. The Proxy Form C is only used for the case that the shareholder in the registry book is a foreign investor with appointment of the custodian of shares in Thailand.
2. The evidence required along with the Proxy Form are as follows:
  - (1) Power of Attorney from the shareholder granting authority for the custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Document confirming that the signatory of the Proxy Form has custodian business license.
3. 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.
4. The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
5. In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form C) as attached .

## Annex to the Form of Proxy Form C

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

At the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) on April 4, 2008 at 10:30 hours at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, the Intercontinental Bangkok Hotel No. 971,973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

**Agenda No. ....Subject: .....**

- ☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.  
☐ (B) The Proxy is authorized to vote according to my/our wish as follows:  
☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

**Agenda No. ....Subject: .....**

- ☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.  
☐ (B) The Proxy is authorized to vote according to my/our wish as follows:  
☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

**Agenda No. ....Subject: .....**

- ☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.  
☐ (B) The Proxy is authorized to vote according to my/our wish as follows:  
☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

**Agenda No. ....Subject: .....**

- ☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.  
☐ (B) The Proxy is authorized to vote according to my/our wish as follows:  
☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

**Agenda No. ....Subject: .....**

- ☐ (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.  
☐ (B) The Proxy is authorized to vote according to my/our wish as follows:  
☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

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

**Name - Surname** Mr. Somboon Phuvoravan  
**Position** Independent Director and Audit Committee Chairman  
**Nationality** Thai  
**Age** 62 years  
**Address** 11/28 Moo 2 (Soi Prachan), Phetkasem Road 28,  
 Bangchak, Phasichareon, Bangkok 10160

### Education

- Bachelor of Mechanical Engineering, Chulalongkorn University
- Master of Business Administration, Thammasat University
- Training 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)
  - (3) Director Certification Program Class 55/2005 (DCP 55/2005)
  - (4) Monitoring the System of Internal Control and Risk Management Class 1/2007 (MIR 1/2007)
  - (5) Monitoring the Internal Audit Function Class 1/2007 (MIA 1/2007)



### Work Experience

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
  - 2003-present Independent Director and Audit Committee Chairman  
Diamond Roofing Tiles PCL
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above):
  - None
- (3) Work Experience during the Past 5 Years:
  - 2004-present Advisor, PT Holcim (Indonesia)
  - 2001-2004 Executive Director, Eagle Cement Co., Ltd.
  - 2001-2004 Executive Director, Holcim (Bangladesh) Co., Ltd.
  - 2001-2004 Director, Technical Council of Holcim Group Support (Switzerland)
  - 2001-2004 Director, Technical Training of Holcim Group Support (Switzerland)
  - 1995-2004 Executive Director, Senior Vice President, Siam City Cement PCL

### Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Having no conflict of interest in any matter or any agenda under consideration in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008).

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

**Name - Surname** Mr. Suvit Nardwangmuang

**Position** Independent Director, Audit Committee Member  
and Nomination and Remuneration Committee Member

**Nationality** Thai

**Age** 64 years

**Address** 1/81 Moo 1, Kwang Tungsonghong, Lak Si, Bangkok, 10210

**Education**

- Bachelor of Engineering (Civil), Chulalongkorn University
- (M.I.M.) Master in Marketing, Thammasart University
- Training 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
  - (4) Monitoring the System of Internal Control and Risk Management Class 1/2007 (MIR 1/2007)
  - (5) Monitoring the Internal Audit Function Class 1/2007 (MIA 1/2007)
  - (6) Understanding the Fundamental of Financial Statement Class 12/2007 (UFS 12/2007)



**Work Experience**

(1) Currently holding Directorship and Executive positions in 1 listed company as follows:

- 2000-present Independent Director, Audit Committee Member and  
Nomination and Remuneration Committee Member  
Diamond Roofing Tiles PCL

(2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 2 companies as follows:

- 2007-present Director, Royal Porcelain PCL
- 1996-present Director, SV&A Holding Co., Ltd.

(3) Work Experience during the Past 5 Years:

- 1999-2007 Managing Director and Chief Executive Officer  
Royal Porcelain PCL
- 1999-2004 Director, Royal Porcelain PCL

**Other Information:**

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Having no conflict of interest in any matter or any agenda under consideration in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008).

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

**Name - Surname** Mr. Anun Louharanoo

**Position** Independent Director, Audit Committee Member and  
Nomination and Remuneration Committee Member

**Nationality** Thai

**Age** 55 years

**Address** 95/81 Soi Ramkhumhang 92, Saparnsoong, Bangkok 10240

**Education**

- B.A. (Accounting), Thammasat University
- B.A. (Law), Thammasart University
- Training Program of Thai Institute of Directors Association (IOD):
  - (1) Director Accreditation Program Class 1/2003 (DAP 1/2003)
  - (2) Director Certification Program Class 29/2003 (DCP 29/2003)
  - (3) Audit Committee Program Class 2/2004 (ACP 2/2004)
  - (4) DCP Refresher Course Class 2/2006 (DCP 2/2006)
  - (5) Improving the Quality of Financial Reporting Class 2/2006 (QFR 2/2006)
  - (6) Monitoring the System of Internal Control and Risk Management Class 1/2007 (MIR 1/2007)
  - (7) Monitoring the Internal Audit Function Class 1/2007 (MIA 1/2007)
  - (8) Corporate Governance Workshop Board Performance Evaluation 2007



### Work Experience

- (1) Currently holding Directorship and Executive positions in 2 listed companies as follows:
  - 2005-present Independent Director, Audit Committee Member, Nomination and Remuneration Committee Member  
Diamond Roofing Tiles PCL
  - 1985-present Director, Executive Director, and Chief Financial Officer  
Lanna Resources PCL
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 6 companies as follows:
  - 2006-present Commissioner, PT. Lanna Mining Services
  - 2004-present Commissioner, PT. Citra Harita Mineral
  - 2004-present Independent Director and Audit Committee Member Royal Porcelain PCL
  - 2003-present Director, Thai Agro Energy PCL  
(Previous Name: Thai Agro Energy Co., Ltd.)
  - 1998-present Director, PT. Lanna Harita Indonesia
  - 1997-present Director, Lanna (Singapore) Pte. Ltd.
- (3) Work Experience during the Past 5 Years:
  - 1999-2002 Director, Karat Sanitaryware PCL  
(Current Name: Kohler (Thailand) PCL)

### Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Having no conflict of interest in any matter or any agenda under consideration in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008).

## ANNUAL REPORT 2007

### **Request for a copy of the Annual Report 2007**

If the shareholder would like to receive a copy of the Annual Report 2007, please provide the following information:

Please give your name and address where you would like the Annual Report 2007 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 2007 at the earliest opportunity.

### **Submission of Inquiries Relating to the Agenda in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008)**

Shareholders can submit their inquiries relating the agenda in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008) to the Company via different channels as follows :-

1. Shareholders can submit questions together with personal information, as detailed below.
  - Name, address, telephone number, facsimile number and E-mail (if any) of shareholders
  - Inquiry on the agenda item and supplementary information (if any)
2. Channels for receiving inquiries
  - By E-mail Address: [Corpcenter@diamondtile.com](mailto:Corpcenter@diamondtile.com)
  - By Facsimile: 0-3622-1464 by (Using the attached Form)
3. Period opened for submission of inquiries  
 Shareholders can submit their inquiries relating the agenda for the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008), from March 4, 2008 until March 25, 2008.

Accordingly, the Shareholder may submit the inquiry from March 3, 2008 through March 25, 2008. The Company will consider answering inquiries submitted at the time of the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008), through E-mail, facsimile, or any other communication channels as deemed appropriate.



## FORM OF QUESTIONS FOR THE AGENDA OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2008)

### 1. Shareholder's Information

Name: .....

Address: .....

Telephone No. : ..... Fax No.: .....

E-Mail Address : .....

### 2. Inquiries on the agenda in the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008)

Agenda 1: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2007

Inquiries: .....

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

Agenda 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2007

Inquiries: .....

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

Agenda 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2007

Inquiries: .....

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

Agenda 4: Approval of the Appropriation of Earnings and Dividend Payment for the Operating Results ended December 31, 2007

Inquiries: .....

.....

.....

.....

.....

.....

Agenda 5: Appointment of Directors Retired by Rotation

Inquiries: .....

.....

.....

.....

.....

.....

Agenda 6: Consideration for the Remuneration of the Directors

Inquiries: .....

.....

.....

.....

.....

.....

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

Inquiries: .....

.....

.....

.....

.....

.....

Agenda 8: Other matters (if any)

Inquiries: .....

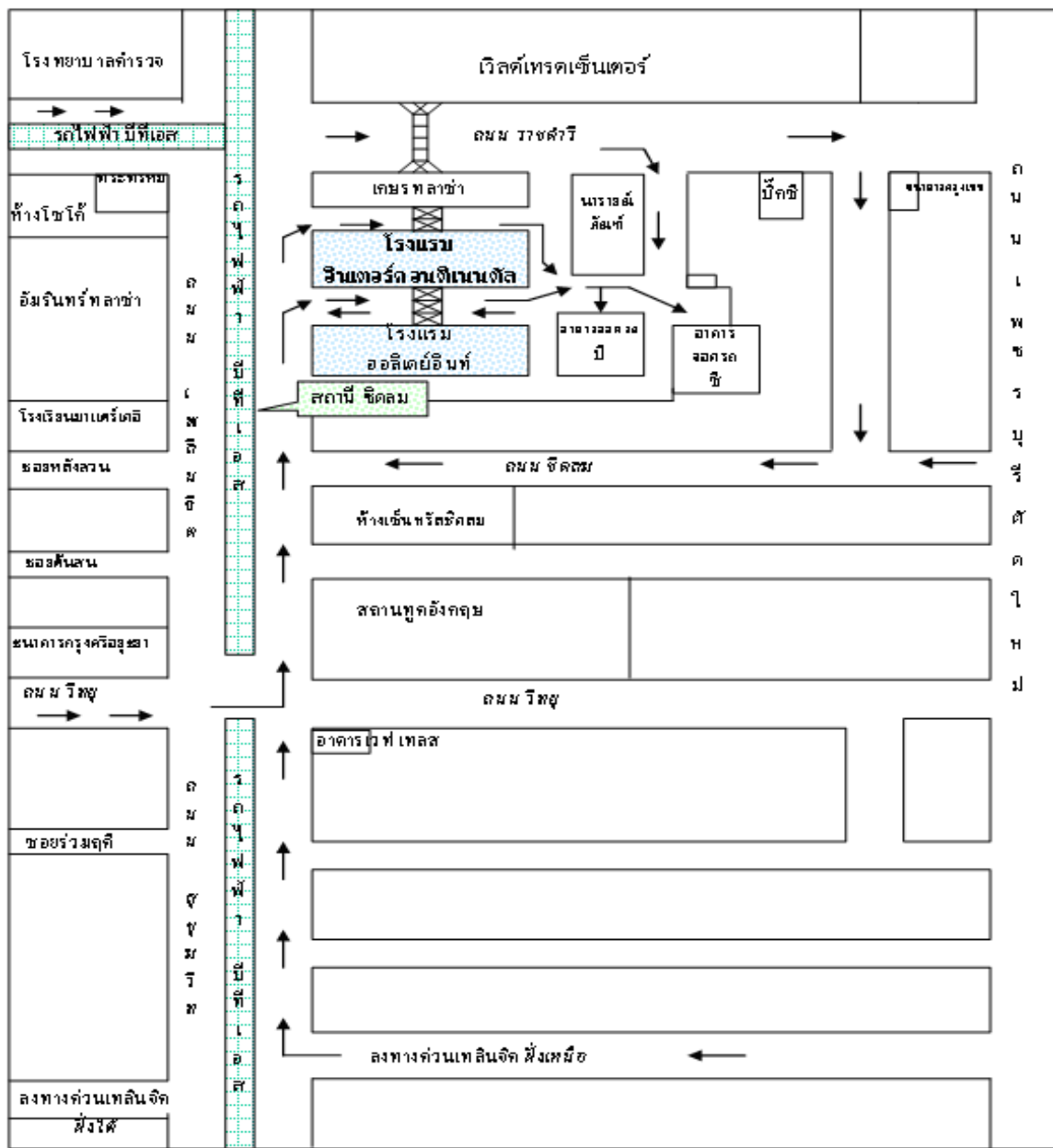
.....

.....

.....

.....

.....



**Public Buses: Line 2, 25, 40, PorOr. 1, PorOr. 11, BTS Skytrain Chidlom Station**



กระเบื้อง  
**ตราเพชร**  
DIAMOND ROOFING TILES

**Diamond Roofing Tiles Public Company Limited**

69-70 Moo 1 Mitrapharp Rd., Km.115 Talingchan, Amphur Muang, Saraburi 18000

Tel. 0-3622-4001-8 Fax. 0-3622-4017, 0-3622-1464