



Everything  
in **One**



Invitation to the 28<sup>th</sup> Annual General  
Meeting of Shareholders (Year 2013)  
Diamond Building Products Public Company Limited

Wednesday, April 24, 2013 at 10.00 hours.

at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel,  
971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

April 5, 2013

Subject: Invitation to the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013)  
Attention: Shareholder  
Enclosed: (1) Annual Report Year 2012  
(2) Minutes of the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012)  
(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 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on Wednesday, April 24, 2013 at 10:00 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 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012)  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the aforementioned minutes of the meeting according to details in the document attached herewith.
- Agenda 2 : Acknowledgement of the Report of the Board of Directors on the Operating Results for Year 2012  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2012, according to details in the document attached herewith.
- Agenda 3 : Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2012  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the audited Balance sheets and Statements of Income for the year ended December 31, 2012, according to details in the document attached herewith.
- Agenda 4 : Approval of the Appropriation of Earnings  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the appropriation of earnings for payment of dividend to shareholders at Baht 0.40 per share, in which the interim dividend payment of Baht 0.20 per share had already been approved and paid to the shareholders on September 25, 2012, therefore leaving a remaining Baht 0.20 per share to be paid to the shareholders, according to details in the document attached herewith.
- Agenda 5 : Appointment of Directors Retired by Rotation  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and re-appointment of Mr. Maitree Tawonatiwasna, Mr. Krit Phanratanamala and Mr. Woodthikrai Soatthiyanon, whom are three Directors retired by rotation, to be the Directors for another term of office; and consideration and appointment of Mr. Thanit Pulivekin to be the Independent Director in place of Mr. Somboon Phuvoravan who had notified that he would not take up the position of Director again at the end of his office term, as nominated and recommended by the Nomination and Remuneration Committee, according to details in the document attached herewith.

Agenda 6 : Consideration on the Remuneration of the Directors

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the remunerations for the Directors for year 2013, which is the same rate as the remunerations for the Directors for year 2012, according to details in the document attached herewith.

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

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval to appoint Ms. Bongkot Amsageam, certified public accountant registration no. 3684; or Ms. Orawan Sirirattanawong, certified public accountant registration no. 3757; or Ms. Vipavan Pattavanvivek, certified public accountant registration no. 4795 or Ms. Vannaporn Jongperadechanon, certified public accountant registration no. 4098 or Mr. Thanit Osathalerit, certified public accountant registration no. 5155 of KPMG Phoomchai Audit Ltd., which is a new auditor, to be the Company's auditor for year 2013, having the audit fee set at Baht 630,000 for the yearly audit and Baht 120,000 for each of the three quarterly reviews for a total of Baht 990,000 or an increase of 25.32 percent from year 2012, as recommended by the Audit Committee, according to details in the document attached herewith.

Agenda 8 : Other matters (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between October 1, 2012 through December 31, 2012. However, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for a new director. Therefore, there is no additional meeting agenda proposed by the shareholder for this year.

The Company has determined the name list of shareholders with rights to attend the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) and rights to receive dividends on the Record Date of Friday, March 15, 2013, and compiled the name list of shareholders according to Section 225 of the Securities and Exchange Act by closing the share register book, suspending transfer of shares on Monday, March 18, 2013.

The Shareholders are cordially invited to attend the Meeting at the abovementioned date, time and venue, by adhering to the Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, according to details in the document attached herewith.

By the Mandate of the Board of Directors  
On behalf of Diamond Building Products Public Company Limited



( Mr. Asanee Chantong )

Managing Director

## **AGENDA 1**

### **APPROVAL OF THE MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS ( YEAR 2012 )**

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#### **Background and Rationale**

The Company convened the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012) on Wednesday, April 25, 2012 from 10:00 hrs. to 11:20 hrs. at the Pinnacle Room 1-3, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the meeting that had been disseminated on the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) and forwarded to every shareholder in advance along with this meeting invitation.

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

The Board of Directors has considered that the aforementioned minutes of the meeting was correctly recorded in accordance with the resolutions of the Shareholders' Meeting. Therefore, the Board of Directors proposes that the minutes of the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012) be considered and 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 and voting at the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.

## MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2012)

### OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

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The minutes of the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012) of Diamond Building Products Public Co., Ltd., which was held on Wednesday, April 25, 2012 at 10:00 hrs. at the Pinnacle Room 1-3, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, can be summarized as follows.

Mr. Prakrit Pradipasen, presided as the Chairman of the shareholders' meeting by which he stated that this Shareholders' Meeting had 160 shareholders attending in person holding 54,381,955 shares and 145 shareholders granting proxies to attend the Meeting holding 830,981,950 shares, for a total of 305 persons with aggregate number of shares of 885,363,905 shares or 86.04 percent of the total number of shares, which constituted a meeting quorum according to the Company's regulation. The following 11 directors attended this meeting (the Company's Board of Directors comprises of 12 directors).

#### Directors Attending the Meeting:

- |                                   |   |
|-----------------------------------|---|
| (1) Mr. Prakrit Pradipasen        | Chairman of the Board   |
| (2) Mr. James Patrick Rooney      | Director  |
| (3) Mr. Chaiyut Srivikorn         | Director, Nomination and Remuneration Committee Chairman                                    |
| (4) Mr. Phaitoon Kijamrej         | Director, Nomination and Remuneration Committee Member                                      |
| (5) Mr. Sakda Maneeratchatchai    | Independent Director, Audit Committee Member  |
| (6) Mr. Anun Louharanoo           | Independent Director, Audit Committee Member, Nomination and Remuneration Committee Member  |
| (7) Mr. Asanee Chantong           | Director, Management Committee Chairman, Managing Director                                  |
| (8) Mr. Satid Sudbuntad           | Director, Management Committee Member and Deputy Managing Director Sales & Marketing        |
| (9) Mr. Maitree Tawonatiwasna     | Director, Management Committee Member and Deputy Managing Director Production & Engineering |
| (10) Mr. Krit Phanratnamala       | Director  |
| (11) Mr. Woodthikrai Soatthiyanon | Independent Director  |

One director did not attend the meeting; namely Mr. Somboon Phuvoravan, Independent Director and Audit Committee Chairman, due to his illness, preventing him from attending this meeting.

#### Executives Attending the Meeting:

- |                                 |   |
|---------------------------------|---|
| (1) Mr. Suwit Kaewamphunsawat:  | Management Committee Member and Assistant Managing Director Sales & Marketing                       |
| (2) Ms. Thanakarn Phanthapirat: | Management Committee Member, Assistant Managing Director Accounting & Finance and Company Secretary |

Representatives from the Audit Company Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., Attending the Meeting:

- (1) Mr. Permsak Wongpatcharakorn, Certified public accountant no. 3427
- (2) Ms. Siriporn Settajindalert, Certified public accountant no. 7119

Before entering upon the meeting agendas procedure and to properly conduct the meeting in a correct and complete manner and cover all aspects as established by the law, the Chairman assigned Ms. Saowapa Kiatwichaingam (Acting Manager Standard System Department) to briefly clarify the rules and practices for voting and vote counting procedures for each of the meeting agendas, which could be summarized as follows (Details as appeared within the meeting invitation that had been forwarded in advance to every shareholder prior to the Meeting).

- (1) The Company had disseminated announcement on the Company's website to provide opportunity and give right to the shareholders to propose the shareholders' meeting agendas that were deemed important and to propose names of qualified persons for new directorship appointment in advance during November 11, 2011 until January 11, 2012. Accordingly, there were no shareholders proposing any meeting agenda. Therefore, the meeting would be carried out according to the Company's regulations and consistent with the order of the meeting agendas as established within the meeting invitation which had been forwarded to the shareholders.
- (2) The Company had disseminated the Invitation to the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 23, 2012 until April 13, 2012, and it appeared that there were no shareholders submitting any inquiry in advance.
- (3) Voting shall be conducted openly with one share being counted as one vote. In case of voting by proxy, the proxy holder must vote according to the remark that the proxy grantor has specified in the proxy form.
- (4) The resolutions of the Shareholders' Meeting shall consist of the following votes:
  - (4.1) For normal case, the meeting resolution shall be based on the majority votes. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
  - (4.2) In other cases where different law and/or Company's regulation apply differently from the normal case, the voting and meeting resolution procedure shall proceed according to such law and/or regulation. Namely, for Agenda No. 6 on the consideration for the remuneration of the Directors where resolution must be approved at the shareholders' meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting with voting right. Accordingly, the Chairman shall inform the shareholders before voting in such particular meeting agenda.
- (5) In order to achieve a quick vote counting process for each meeting agenda, only "Disapprove" or "Abstain" votes shall be counted and the remaining shall be considered as "Approve" votes. Those who disapprove or abstain from voting should use the voting ballots, which were distributed during the registration prior to the meeting. At the end of each meeting agenda, the Chairman shall inform every shareholder to vote by filling out the said voting ballot and return it to the coordinating staff in the meeting room for vote counting.

Afterward, the Chairman officially commenced the meeting and proceeded in accordance with the meeting procedures and regulations as follows:

AGENDA 1: APPROVAL OF THE MINUTES OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2011)

The Chairman proposed that the meeting consider for approval of the minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders (Year 2011), which was held on Friday, April 8, 2011. The copy of the said meeting minutes had been forwarded to every shareholder in advance along with this meeting invitation and disseminated on the Company's website. The Board of Directors had considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the shareholders' meeting was proposed to consider and approve such minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders (Year 2011).

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the meeting was requested to consider and approve the minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders (Year 2011) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 26<sup>th</sup> Annual General Meeting of Shareholders (Year 2011) held on April 8, 2011 as proposed above, with votes as follows:

Approved:	885,415,116	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 885,415,116 votes of those present at the meeting and eligible to vote.

AGENDA 2: ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2011

The Chairman stated that the Company achieved good operating results during the past year 2011, which were in line with the established target plan. The Chairman assigned Mr. Asanee Chantong, Managing Director and Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, to report on the operating results, including other information of the Company during year 2011. Accordingly, the Company had provided the information in the Annual Report Year 2011 and forwarded in advance to every shareholder along with this meeting invitation. The Company had prepared a PowerPoint slide presentation to report on the operating results of year 2011 which can be summarized as follows.

Mr. Asanee Chantong, Director and Managing Director, reported on the operating results, which can be summarized as follows.

For the operating results of year 2011, the Company had over 12 percent increase in revenue as compared with year 2010, which was in line with the established target.

For the market share, the Company sold 83 percent of its products through domestic agent, 10 percent overseas and 7 percent through projects. Sales through projects have risen significantly over the previous year by 35 percent.

The production volume increased over the previous year by 8 percent, having produced 663,548 tons of products for the year, or equivalent to 97 percent of overall production capacity. Part of the production came from the NT-9 production line that the Company had commenced its operation since the middle of 2010 and increased its production to 100 percent capacity in year 2011.

The net profit of year 2011 after deduction of corporate income tax only increased by 2 percent from year 2010; however, if looking at the net income before corporate income tax deduction, the net profit actually increased by 9 percent over the previous year. This was due to the fact that in 2010, the Company enjoyed benefit from corporate income tax rate of 25 percent, but in 2011, the corporate income tax was at 30 percent, resulting in a slight increase of net profit after deduction of corporate income tax over year 2010. Nonetheless, the Board of Directors had considered that the Company was able to payout good dividend and therefore proposed to pay dividend at Baht 0.38 per share, which was higher than that of year 2010 that had paid dividend of Baht 0.36 per share.

As for the business trend for this year, the Company sees a good trend due to a growth in construction business, including home repairs after the flood. At the same time, the Company would have a production capacity increase from the NT-10 production line that it was expected to commence the production in June 2012. In 2012, the Company has targeted no less than 10 percent growth from the previous year. Currently, the Company has two production capacity expansion projects; namely NT-10 project and AAC project or autoclaved aerated concrete.

Mr. Satid Sudbuntad, Director and Deputy Managing Director Sales and Marketing, reported to the meeting on the competitive strategy and performance of the Sales and Marketing Division, as well as report on other information of the Company during the past year 2011, which can be summarized as follows.

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

Group No. 1: Roofing Tiles : namely, corrugated concrete tiles known as Gran Onda and flat concrete tiles known as Adamas, and Jearanai. Roman tiles and small corrugated tiles are popular in up-country market. Latest product introduced this year is the Jatulon tiles.

Group No. 2: Boards and Ceiling Products : namely, boards, ceilings, gypsum and laminate boards. Boards and ceilings are produced from NT-9 and NT-10 production lines. Diamond wall are readymade products. Gypsum and laminate groups of products are imported for sale.

Group No. 3: Siding Board Products: namely, siding boards, lathes and eaves which are generally used on the outside of building, having natural colors and other colors with various sizes and thickness.

Group No. 4: Special Products: namely, group of roof accessories with latest truss product which is Diamond Ultra Truss. Presently, the demand or consumers' behavior has switched to demand more truss products.



Group No. 5: Service Provider: namely, roof stripping and installation services, truss and laminate installation as well as delivery service to the customers of which good transport system is necessary, including delivery by large and small trucks. The Company can provide delivery by vessel to certain places cannot be delivered by truck such as lower Southern region. Company's transport system is considered quite efficient, having several shipping companies as business partners. The Company organizes training courses to develop service skills with aim to deliver products to customers within 24 hours.

Market communication for building image of the organization has been divided into three categories; namely, external communication, distribution channel management and corporate social responsibility (CSR).

For the CSR (Corporate Social Responsibility), during the flood disaster, the Company made donations to several organizations such as the Senate, ICT Ministry and Stock Exchange of Thailand, etc. Although the Company was not directly affected by the flood; however, nearby areas around the Pasak River were flooded. The Company had the chance to help the communities, temples, etc. As for the Company's employees, they jointly took part in the money donation and volunteered in activities with several organizations, helping to distribute relief supplies bags in the flooded areas and assisted in sand bags distribution to communities nearby the factory, building good relationship during hardship situation.

The Company received several awards of great pride such as Distinguished Safety Award, Distinguished Enterprise Award in labor relation, Distinguished Enterprise Award in safety, 5S Award Model, including the latest award that the Managing Director had already informed the shareholders, which was the survey result that named "Diamond" brand as the Thailand's Most Admired Brand 2011 for roofing tiles.

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

Shareholder The minor shareholder inquired about when the production of autoclaved aerated concrete will commence.

Director Mr. Asanee Chantong, Managing Director, clarified that it will commence approximately at the beginning of April 2013.

Chairman The Chairman added that the Company has expanded its production capacity or added new products every year, having almost doubled its production capacity in the past 5 years. The Company has rapidly expanded the business without having to impact the shareholders concerning investment capital as the dividend payment has been consistent and at the same time the debt is quite low.

Shareholder The minor shareholder inquired further about the NT-10 production line that had been informed to produce 72,000 tons per year, initially what production volume it can produce in June 2012.

Director Mr. Asanee Chantong, Managing Director, clarified that the equipment and machinery of NT-10 are similar to NT-9 and therefore the Company is not much concerned over the operation of the machinery and so it is expected to run at its full capacity.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting acknowledge the report of the Board of Directors on the operating results of year 2011 as presented above.

Resolution : The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2011 as presented above.

AGENDA 3: APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2011

The Chairman proposed that the meeting consider the balance sheets and statements of income for the year ended December 31, 2011, which had been audited by the certified auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and published in the Annual Report Year 2011 including the analysis on the financial status and operating results of the Company for year 2011, which had been disseminated on the Company's website and forwarded to every shareholder in advance along with this meeting invitation. Accordingly, the Audit Committee had reviewed the said financial statements and supervised so that they complied with the generally accepted accounting standards with complete and adequate disclosure of financial information, according to the Report of the Audit Committee as appeared on Page 8 of the Annual Report Year 2011.

Board of Directors' Opinion : The Board of Directors of the Company has considered that the aforementioned financial statements of year 2011 provide complete and adequate information on the financial status and operating results in accordance with the generally accepted accounting principles.

The Chairman provided opportunity for the shareholders to express opinion. Accordingly, when there were no inquiries, the Chairman proposed that the Meeting consider approving the balance sheets and statements of income for the year ended December 31, 2011 as presented above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2011 as presented above with votes as follows:

Approved:	885,656,816	votes	or	100.00	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,656,816 votes of those present at the meeting and eligible to vote.

AGENDA 4: APPROVAL OF THE APPROPRIATION OF EARNINGS

The Chairman stated that the Company's dividend payment policy for each year is not less than 50 percent of the net profit after deductions of all provisions as required by the Company's Articles of Association and the law, if there are no other necessities and the dividend payment will have no significant impact on the Company's normal business operation.

Board of Directors' Opinion : The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the payment of dividend to shareholders of Baht 0.38 per share or 83 percent of the net profit per share, which is concurrent with the Company's dividend payment policy. The Board of Directors had already approved the payment of interim dividend no. 1/2011 on September 23, 2011 at Baht 0.18 per share. Therefore, there remains a dividend of Baht 0.20 per share for the dividend payment no. 2/2011, which is expected to be paid on May 18, 2012 to the eligible shareholders having their names appear on the share register book on the Record Date of March 13, 2012 and must be approved at the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012). Accordingly, the shareholders must pay income tax for the dividend received in accordance with the Revenue Code. The Company shall pay the dividend from net profit after deduction of corporate income tax at the rate of 30 percent.

The reason for this dividend payment was due to prudent consideration by the Board of Directors that the Company was capable of earning revenues. Although it must use fund for business expansion but according to Company's cash flows, the Company could still pay the dividend to the shareholders without any impact to the Company's operation since the debt to equity ratio was as low as 0.51 to 1. Therefore, it was not expected that there would be any problem for the Company to pay its debt in the future and the Board of Directors proposed such dividend as presented above.

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

Shareholder Ms. Wandee Jiranarongsiri, minor shareholder, inquired about the details and use of cash received from overdraft and short-term loan from the financial institution according to Page 60 concerning with cash flows, which showed the increase of Baht 1,458 million from the previous year.

Director Mr. Asanee Chantong, Managing Director, replied that in 2011, the Company withdrew such cash for Baht 2,018 million and at the same time, the Company repaid such money at Baht 1,850 million. Therefore, if looking at the financial status on Page 58 of the financial statements as at year end, the Company had overdraft and short-term loan from financial institution at Baht 177 million net.

Chairman The Chairman clarified further that normally the Company does not use the overdraft facility due to high interest; however occasionally operating cash is not sufficient and short-term loan is required and when operating cash has been received, it will repay the short-term loan. As for investments in the projects, the Company takes a long-term loan.

Director Mr. Asanee Chantong, Managing Director, added that majority of the short-term loan are promissory notes, of which in 2011 had a lower interest than that of the long-term loan.

Afterward, the Chairman asked the shareholders whether or not there were any more inquiries and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the appropriation of earnings and dividend payment for the operating results for the year ended December 31, 2011, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appropriation of earnings and dividend payment for the operating results for the year ended December 31, 2011, as presented above with votes as follows:

Approved:	885,658,816	votes	or	100.00	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,658,816 votes of those present at the meeting and eligible to vote.

AGENDA 5: APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

The Chairman stated that during the Annual General Meeting of Shareholders (Year 2012), the following 4 Directors would be retired by rotation; namely (1) Mr. Chaikut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo.

The Chairman stated that for this meeting agenda since Mr. Chaikut Srivikorn, Chairman of the Nomination and Remuneration Committee was also one of the Directors retired by rotation, Mr. Phaithoon Kijamrej, Nomination and Remuneration Committee Member, would be assigned to mention the rule concerning the nomination of directors replacing the Directors retired by rotation in this meeting agenda.

Mr. Phaithoon Kijamrej, Nomination and Remuneration Committee Member, proposed that the Meeting consider nominating the directors replacing the Directors retired by rotation as follows.

The Company has established criteria and procedure for nomination of Directors through the Nomination and Remuneration Committee, which had considered nominating persons for the directorship positions to replace those Directors retired by rotation in this meeting agenda by considering the qualifications in several aspects and resolved to propose for the re-appointment of all four Directors retired by rotation for another term of directorship as follows.

- (1) Mr. Chaikut Srivikorn : proposed for re-appointment as the Director
- (2) Mr. Asanee Chantong : proposed for re-appointment as the Director
- (3) Mr. Satid Sudbuntad : proposed for re-appointment as the Director
- (4) Mr. Anun Louharanoo : proposed for re-appointment as the Independent Director

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

- (1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.
- (2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).
- (3) All of the four individuals being proposed for the re-appointment for another term of directorship, have regularly performed their duties and attended every Board of Directors' Meeting during the past year for a total of 11 meetings.

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

- (1) Mr. Chaiyut Srivikorn currently is the Director and Chairman of the Nomination and Remuneration Committee (NRC). Continuously in the past, he has performed his duties well, having closely followed and made inquiries on several concerning issues, particularly in the effectiveness of manpower management, supervised on remunerations and benefits for employees, executives and directors appropriately, as well as offered good advice on problem solving and improvements in many areas during the past year.
- (2) Mr. Asanee Chantong currently is the Director and Managing Director. Continuously in the past, he has performed his duties well, having supervised and managed the business of the Company in accordance with the objectives, business plans, budgets and KPIs (Key Performance Indicator) and the assessment on Company's success has been in accordance with what the Board of Directors has approved, including proposal of the long term plan and new projects expanding the business for sustainable growth and development including the NT-9 Project, NT-10 Project and the Autoclaved Aerated Concrete (AAC) Project, etc.
- (3) Mr. Satid Sudbuntad currently is the Director and Deputy Managing Director of Sales and Marketing including the appointment as the Chairman of the Risk Management Committee and also overseeing the Company's Investor Relations. Continuously in the past, he has performed his duties well, including supervision and management of sales and marketing, establishment of business plan and strategies in line with the policies as assigned, management and assessment of various risk factors, providing risk mitigation and control guidelines, providing correct information for the purpose of investor relations in accordance with the regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board, as well as offering comments and recommendations in various aspects beneficial to the Company.
- (4) Mr. Anun Louharanoo currently is the Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member. Continuously in the past, he has performed his duties well, been interested in every matter, especially concerning rules and regulations of the Stock Exchange of Thailand and Capital Market Supervisory Board, including relevant laws such as the tax law, labor law as well as offering comments and recommendations in various aspects beneficial to the Company.

Afterward, the Chairman asked the shareholders whether or not there were any more inquiries and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving for the appointment of directors replacing four Directors retired by rotation as proposed above. The Directors that had direct interest requested to abstain from voting in this meeting agenda.

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

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of Mr. Chaiyut Sivikom, the director whom was retired by rotation, as the Director for another term of directorship as proposed above, with the following number of votes.

Approved:	883,495,716	votes	or	99.76	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	2,165,100	votes	or	0.24	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,660,816 votes of those present at the meeting and eligible to vote.

- (2) The Chairman proposed that the shareholders' meeting consider re-appointing Mr. Asanee Chantong, the Director whom was retired by rotation, as the Company's Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of Mr. Asanee Chantong, the director whom was retired by rotation, as the Director for another term of directorship as proposed above, with the following number of votes.

Approved:	884,590,916	votes	or	99.88	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	1,070,000	votes	or	0.12	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,660,916 votes of those present at the meeting and eligible to vote.

- (3) The Chairman proposed that the shareholders' meeting consider re-appointing Mr. Satid Sudbuntad, the director whom was retired by rotation, as the Company's Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of Mr. Satid Sudbuntad, the director whom was retired by rotation, as the Director for another term of directorship as proposed above, with the following number of votes.

Approved:	881,220,916	votes	or	99.50	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	4,440,000	votes	or	0.50	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,660,916 votes of those present at the meeting and eligible to vote.

- (4) The Chairman proposed that the shareholders' meeting consider re-appointing Mr. Anun Louharanoo, the director whom was retired by rotation, as the Company's Independent Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of Mr. Anun Louharanoo, the director whom was retired by rotation, as the Independent Director for another term of directorship as proposed above, with the following number of votes.

Approved:	884,250,916	votes	or	99.84	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	1,410,000	votes	or	0.16	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,660,916 votes of those present at the meeting and eligible to vote.

AGENDA 6 : CONSIDERATION FOR THE REMUNERATION OF THE DIRECTORS

The Chairman stated that since the consideration of Directors' remuneration must pass through consideration by the Nomination and Remuneration Committee, Mr. Chaiyut Srivikorn, Chairman of the Nomination and Remuneration Committee, was assigned to mention the rules in considering the Director's remuneration in this meeting agenda.

Mr. Chaiyut Srivikorn stated that according to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, states that "it is prohibited for the company to offer payments or assets to the director except for remuneration compensation as stated by the company's articles of association", and in the second paragraph, states that "In the case that the Company's articles of association do not address this issue, the remuneration compensation will be in accordance with the resolution of the shareholders' meeting comprising of votes of no less than two-third (2/3) of all eligible votes attending the meeting".

According to the Company's Articles of Association, Section 35, states that "directors are entitled to receive remuneration from the company in the form of salary or wages, rewards, meeting allowances, bonuses or other types of benefits in accordance with the articles or by approval from the shareholders' meeting, which may specify the exact amounts or criteria occasionally or permanently until further changes are made and in addition, the directors may receive allowance and benefit according to the company's regulations".

Criteria and Procedure for Proposal of Remunerations

The Company has established rules for considering remunerations of the Directors by passing through the Nomination and Remuneration Committee which considers the appropriateness through screening and comparing information with the same industrial sector, as well as consideration of information pertaining to the industry, size of the Company, business expansion and income of the Company, as well as the operating results of the Company in the past year.

The comparison of information on the remunerations of directors of listed companies in the property and construction sector, the same sector as the Company, that the Thai Institute of Directors (IOD) had conducted the survey in 2010 from 177 companies, has been brought to compare with the remunerations of directors of the Company, having details included within the meeting invitation forwarded to every shareholders in advance.

Mr. Chaiyut Srivikorn stated that according to consideration by the Nomination and Remuneration Committee, it was resolved to propose to the shareholders' meeting to consider approving the remunerations of the Directors for year 2012 as follows.

(1) The Board of Directors comprising 12 Directors receives the following remuneration.

(1.1) Fixed monthly remunerations have not been adjusted from year 2010 and the Board of Directors has managed the Company so that it has grown with excellent operating results. Thus, adjustment of monthly remuneration has been proposed as follows; an increase of monthly remuneration for the

Chairman of the Board from Baht 70,000 per month to Baht 80,000 per month; for the Directors from Baht 40,000 per month per person to Baht 50,000 per month per person.

(1.2) In 2011, the Company had good operating results, higher than the established target. Thus, the annual bonus for directors has been proposed as follows; Baht 500,000 for the Chairman of the Board and Baht 400,000 for each of the Directors.

(2) The Audit Committee, comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives the same remuneration as previous year at Baht 30,000 per month, with the other 2 Audit Committee members receiving an increase from Baht 15,000 per month to Baht 20,000 per month per person.

(3) The Nomination and Remuneration Committee (NRC), comprising of 3 members, each receives the same fixed monthly remuneration as the previous year. The Chairman of the NRC receives Baht 20,000 per month, with the other 2 NRC members receiving Baht 10,000 per month per person.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the remunerations of the Directors for year 2012 according to details as proposed above. The resolution for this agenda must be approved at shareholders' meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting and eligible to vote.

The Chairman further informed that every Director had direct interest in this meeting agenda and would abstain from voting in this meeting agenda.

Resolution: The shareholders' meeting considered and resolved to approve the remuneration of the Directors for year 2012, as presented above with the number of votes as follows:

Approved:	847,854,216	votes	or	95.73	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	37,819,800	votes	or	4.27	percent
Voided Ballots:	-	votes	or	0.00	percent

of the total 885,674,016 votes of those present at the meeting and eligible to vote.

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

The Chairman stated that since the annual appointment of the auditor and determination of the audit fee must pass through consideration of the Audit Committee but since Mr. Somboon Phuvoravan, Chairman of the Audit Committee, requested for a sick leave and could not attend this meeting; therefore, Mr. Sakda Maneeratchatchai, Audit Committee Member, was assigned to mention the rules and criteria in selecting the auditor and determining the audit fee for year 2012 in this meeting agenda.



Mr. Sakda Maneeratchatchai stated "According to the Company's Articles of Association concerning with the appointment of the auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 2535, Section 120 stipulates that "the Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the company's financial auditor; and Section 121 stipulates "the financial auditor must not be a director, employee, or take any position in the company."

The Company has established the policy on selecting the auditor for the Company by contacting various auditing companies that have been endorsed by the Securities and Exchange Commission (SEC) to audit the listed companies, to offer service terms and audit fee. The Audit Committee shall select the audit company with satisfactory terms and suitable with the Company for the best interests of the Company, according to details in the document attached herewith.

**Audit Committee and Board of Directors' Opinion:** The Audit Committee and Board of Directors have considered and resolved to propose to the shareholders' meeting to consider approving the appointment of the same auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., with the best proposal, according to the following name list, one or the other to be the auditor for year 2012; namely, (1) Mr. Permsak Wongpatcharapakorn, certified public accountant registration no. 3427 or (2) Mr. Manoon Manusook, certified public accountant registration no. 4292 or (3) Mr. Choopong Surachutikarn, certified public accountant registration no. 4325. As for Mr. Montree Panichakul, certified public accountant registration no. 3461 has passed away leaving only three auditors with the yearly audit fee of Baht 490,000 and the quarterly audit fee of Baht 100,000 for each of the three quarters for a total fee of Baht 790,000, which is the same rate as the audit fee for year 2011, excluding other expenses (and it is the 4<sup>th</sup> year as the Company's auditor).

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving for the appointment of same auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company for year 2012 according to details as presented above.

**Resolution:** The shareholders' meeting considered and resolved to approve the appointment of the same auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company for year 2012, with the yearly audit fee and the quarterly audit fees, totaling Baht 790,000, which is the same rate as the audit fee for year 2011, excluding other expenses, with votes as follows.

Approved:	886,016,416	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 886,016,416 votes of those present at the meeting and eligible to vote.

AGENDA 8: OTHER MATTERS

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiries.

Shareholder The minor shareholder inquired about information on the OEM products that could not be found either through the email contact in the Company's website or the brochure available at the Modern Trade and general stores. Other companies have them but not for the Company and therefore, the minor shareholder did not have any detailed information on the Company's products.

Director Mr. Satid Sudbuntad, Deputy Managing Director in Sales and Marketing, clarified that for product sales through Modern Trade, the Company sold through Global House and Thai Watsadu, of which both have currently expanded to 15 branches each, totaling 30 branches, for product sales that basically had already been recognized in the market. For the new products, the Company organized Stand Show which might not be sufficient yet. For this matter, the Company shall consider the comments and carry out matters including development of Company's website. Currently, the Company has a call center that can be reached for inquiry into the products, services and reporting of any problems.

For OEM products currently brought in for sale are roof accessories such as heat insulation, truss, laminate and water tanks, etc. The Company sees distribution channel opportunity and potential of this market sector and therefore, decided to invest in distribution and delivery of these products along with Company's main products. This benefits the customers and sometimes there is no delivery charge. Therefore, currently there are several OEM products and some of which have been distributed directly with high revenue, such as heat insulation products, trusses, etc. Purchase orders have come in package and therefore, OEM products consist of two parts; namely added sales through distribution channel and the part that developers want the Company to offer along with the products.

Shareholder The minor shareholder inquired that at the previous meeting it was mentioned that the Government would ban the use of asbestos chrysotile and would like to know whether or not there has been any announcement on the ban or the production of the Company has already stopped using asbestos. Another inquiry was whether or not it is true that if the Company stopped using asbestos chrysotile, the production cost would increase by 30 percent and can the Company increase the selling price by 30 percent and if not, then is it true that the profit would be reduced.

Director Mr. Satid Sudbuntad, Deputy Managing Director in Sales and Marketing, replied concerning the asbestos chrysotile that the shareholders might have acknowledged through the news and media that currently the matter was still under consideration and supervision of the Ministry of Industry. The Company imports non-hazardous asbestos from Russia or chrysotile which is white in color and when mixed with cement at less than 10 percent for reinforcement in forming the roofing tiles. Currently the Ministry of Industry, Department of Industrial Works, Hazardous Substances Control Bureau has put chrysotile on Category 3, which can be imported or possessed with permit required. Currently, this has not officially been banned. Currently, the Ministry of Industry has engaged Sukhothai Thammathirat Open University to study the impact of reduction, restriction and termination of products using asbestos, looking at several and different aspects, such as alternative products to see whether they could be replaced and impact to

the consumers whom might have to buy more expensive products. At this moment, there has not yet been any conclusion. As for the increased production cost, it was the result of PVA which is linked to the fuel price; however, the Company has not neglected this matter, having produced non-asbestos products continuously and the new investment projects, the Company does not focus in roofing tiles but in siding board products instead. Currently, 50 percent of the revenue proportion comes from products with asbestos and it is anticipated that the increase in siding boards and autoclaved aerated concrete sales would be able to contribute to the revenue. Therefore, when the Government resolves to reduce, restrict and ban asbestos use, the operators should be allowed to change machinery.

Shareholder The minor shareholder inquired about the increase in export after Company's expansion of number of factories in the future.

Director Mr. Satid Sudbuntad, Deputy Managing Director in Sales and Marketing, clarified that if looking back five years, the Company started exporting products to other countries until now proportion of export products is at 5 to 10 percent level to neighboring countries that still demand roofing tiles products. As for faraway countries like Taiwan and China, the demand is in products such as fiber cement tiles, boards and ceilings that customers purchase for interior decoration. Currently, the Company still focuses mainly on domestic sales. Therefore, the Company is confident that when NT-10 production line has been completed, it will support the market demand increase and can export more products to other countries.

Shareholder The minor shareholder inquired about the autoclaved aerated concrete that whether or not the Company's product will be different than others where their autoclaved aerated concrete products are easily broken.

Director Mr. Asanee Chantong, Managing Director, replied that there are different grades of autoclaved aerated concrete products in the market and the Company intends to produce a good grade product called G4 grade having good strength.

Chairman The Chairman clarified further that the Company's autoclaved aerated concrete products are made using technology that the Company's Directors had gone to see that the machinery was modern and used minimum manpower.

Shareholder The minor shareholder inquired about page 26 of the Annual Report Year 2011 that mentioned about Cambodia where the trading proportion was at 44 percent in 2009 but decreased in 2011; what is the reason for the decrease while there was an increase in Laos. Also, the minor shareholder inquired about the Company's plan for the market in Myanmar which is interesting at the moment.

Director Mr. Satid Sudbuntad, Deputy Managing Director in Sales and Marketing, clarified that the information on page 26 is the overall picture of the Country, not only on the Company. As of today, the Company's trading proportion in Cambodia has not been affected by the recent border problem. As for Laos, the Company has direct sales team in Laos. Although, Laos is not such as big country but marketing can be reached through television media. Consumers' behavior in Laos can be said that they have confident in the roofing tiles from Thailand and so the market is growing in Laos. However, for Myanmar, the Company has done marketing in Myanmar for over 10 years

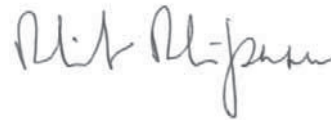
but based on the Myanmar Government policy, license system is used where license is required for import with requirement that for 100 percent export must also import at 100 percent, which has been a limitation in the past. Therefore, the Company has done the marketing in Rangoon or Mandalay and today the Company has considerable market proportion and if Myanmar opened its market, the Company is confident that it could increase its sales proportion in Myanmar.

Afterward, the Chairman inquired whether any shareholder had any other inquiries in this meeting.

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

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

The meeting was closed at 11:20 hrs.



(Mr. Prakrit Pradipasen)

Chairman of the Meeting



(Ms. Thanakarn Phanthapirat)

Company Secretary

Meeting Minutes Taker

## **AGENDA 2**

### **ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS FOR YEAR 2012**

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#### **Background and Rationale**

The Report of the Board of Directors on the Operating Results for Year 2012 including other information and reports of the Company during 2012 have been reported in the Annual Report Year 2012 on page 4 under the section titled "Statement from the Chairman", which have been disseminated on the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) and forwarded to every shareholder in advance along with this meeting invitation.

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

The Board of Directors' opinion is that the Operating Results for Year 2012 should be proposed to the Shareholders' Meeting for its acknowledgement.

#### **Voting Procedure**

Voting for this meeting agenda (if any) shall be based on the majority votes from all the votes of shareholders attending and voting at 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, 2012

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##### Background and Rationale

Mr. Permsak Wongpatcharapakorn, certified public accountant registration no. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2012, which have been reported in the Annual Report Year 2012 on pages 72 to 100 under the section titled "Report of the Independent Auditor and Financial Statements", including the analysis of the financial status and operation results of the Company for year 2012, which have been disseminated on the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) and forwarded to every shareholder in advance along with this meeting invitation. Accordingly, the Audit Committee has reviewed and supervised the aforementioned financial statements to comply with the 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 2012 on page 7.

##### Board of Directors' Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2012 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, 2012 are 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 and voting at 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

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#### Background and Rationale

According to Section 116 of the Public Limited Companies Act B.E. 2535, "The Company is required to set aside a statutory reserve at least five percent of its net profit after deducting accumulated deficit brought forward (if any) until this reserve is not less than ten percent of the registered share capital, except that the statutory reserve level set in the Company's Memorandum of Association or in other regulations is required to be higher than such."

#### 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. 249 (2/2013) dated March 1, 2013 has considered the appropriation of earnings and approved to propose to the Shareholders' Meeting for approval of the appropriation of earnings for payment of dividend to shareholders at Baht 0.40 per share or equal to 75 percent of net profit per share, whereas details and records of dividend payments and establishment of provisions and reserves for the past 3-year period are as follows:

Payment of Dividends and Reserves Set Aside (Unit: million baht)	2012	2011	2010
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	1,038	1,027	1,014
Number of Treasury Shares as of end of year (million shares)	-	(1.56)	(18.90)
Net Profit per Share (calculated from remaining shares as of end of year)	0.53	0.46	0.47
Dividend per Share (Baht per Share)	0.40	0.38	0.36
Dividend Payout Ratio %	75%	84%	77%
Retained Earnings (Loss) from Previous Year	412.00	359.32	230.30
<u>less</u> Effect from change in accounting policy	-	47.54*	-
Retained Earnings (Loss) from Previous Year (after adjustment)	412.00	311.77	230.30
<u>plus</u> Net Profit (Loss) for the year	545.91	460.13	452.78
<u>less</u> Actuarial losses	1.92**	-	-
Comprehensive Profit (Loss) for the year	543.99	460.13	452.78
<u>less</u> Legal Reserve	-	-	-
Treasury Shares Reserve	(2.45)	(28.78)	(30.67)
Payment of Interim Dividend 1/20xx	205.83	182.88	174.85
Payment of Dividend 2/20xx	207.62***	205.80	179.58
Retained Earnings (Loss) Carried Forward	545.99	412.00	359.32

- \* Since January 1, 2011, the Company has adopted TAS 19 Re: "Employee Benefits" for the first time by calculating the post-employment benefits obligation under the Thai Labor Protection Act based on actuarial assumptions at the end of reporting period using the Projected Unit Credit Method, which is estimated based on the present value of expected cash flows of benefits to be paid in the future taking into account the actuarial assumptions, including salaries, turnover rate, years of service and other factors. Accordingly, the Company chose to recognize cost of services in the past for post employment benefits obligation having adjusted the retained earnings as at January 1, 2011, in accordance with the practice during the change as specified in such accounting standard. This has resulted in a decrease in retained earnings brought forward of Baht 47.53 million.
- \*\* Actuarial losses have resulted from projection relating employee benefit obligations for employees who are entitled to receive it upon retirement under the Thai Labor Protection Act. Such obligations are assessed by an independent actuary and based on actuarial assumptions using Projected Unit Credit Method to determine the present value of cash flows of employee benefit to be paid in the future. Under this method, the determination is based on actuarial calculations which include the employee's salaries, turnover rate, mortality rate, years of service and other factors. Additional details can be found from the Notes to the Financial Statements for the year ended December 31, 2012.
- \*\*\* As can be seen from the Table above, for Year 2012, the projected dividend payment No. 2/2012 was calculated from the issued and paid up shares as of the end of year 2012, however the actual number of shares that with rights to receive the dividend will be calculated from the issued and paid-up ordinary shares remaining as at the Record Date of March 15, 2013.

#### Dividend Payout As Compared to Net Profit Year 2012

The Shareholders will receive dividend appropriated from the net profit of year 2012 at Baht 0.40 per share or 75 percent of the net profit per share, which is concurrent with the Company's dividend payment policy. The Board of Directors had already approved the payment of interim dividend no. 1/2012 on September 25, 2012 at Baht 0.20 per share. Therefore, there remains a dividend of Baht 0.20 per share for the dividend payment no. 2/2012, which is expected to be paid on May 17, 2013. The Shareholders who will be eligible to receive this dividend payment must have their names appear on the share register book on the Record Date of March 15, 2013. Accordingly, the eligibility for the dividend payment no. 2/2012 must be approved at the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) before the Company can proceed further with the aforementioned dividend payment amount.

Accordingly, the Shareholders must pay income tax on the dividend received according to the Revenue Code (The Company will pay the dividend from net profit after deduction of corporate income tax at the rate of 23 percent).

#### Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending and voting at 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

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#### Background and Rationale

According to Article No. 21 of the Company's Articles of Association, corresponding to Paragraph 2, Section 71 of the Public Limited Company Act. 1992, 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 2013 is considered the ninth meeting since the Company has listed as a public limited company and the following four directors who shall be retired by rotation are: (1) Mr. Maitree Tawonatiwasna (2) Mr. Krit Phanratanamala (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Somboon Phuvoravan, who had notified that he would not take up any position after end of his office term (Independent Director and Chairman of the Audit Committee positions).

#### Nomination Criteria and Procedure

As for the nomination criteria and procedure, the selection of persons for the directorship positions to replace the Directors retired by rotation, have been carefully considered by the Nomination and Remuneration Committee (NRC) during the Meeting No. 1/2013 held on February 6, 2013. The Committee has carefully considered the qualifications in several aspects and approved to propose the following four individuals for the directorship positions to replace those Directors retired by rotation; namely (1) Mr. Maitree Tawonatiwasna (2) Mr. Krit Phanratanamala (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Pulivekin for the following reasons:

- (1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.
- (2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).
- (3) For the three Directors, namely Mr. Maitree Tawonatiwasna, Mr. Krit Phanratanamala and Mr. Woodthikrai Soatthiyanon, who are being nominated for the re-appointment for another term of office, have been consistent and dependable during the past year. They have made various suggestions which are beneficial to the Company and regularly attended the Board of Directors' meetings for over 90 percent, except for Mr. Maitree Tawonatiwasna, who have attended every meeting. The performances of the three Directors retired by rotation are as follows.
  - (3.1) Mr. Maitree Tawonatiwasna, currently the Director and Deputy Managing Director of Production and Engineering, has performed his duties well in the past years. He has managed, developed and improved the efficiency of production system, including work on the ongoing expansion of production capacity having new projects such as NT-10 and Autoclaved Aerated Concrete (AAC) projects, etc. His extensive work experience in engineering and production should be beneficial to the Company in the future.
  - (3.2) Mr. Krit Phanratanamala, currently the Director, has performed his duties well in the past years. He is knowledgeable, capable and experienced in the field of investment. His suggestions have enabled the Company to effectively managed its financial and investment endeavors which should benefit the Company's business expansion plan.

(3.3) Mr. Woodthikrai Soatthiyanon, currently the Independent Director, has performed his duties well in the past years. He is independent and expresses his opinion directly. He is knowledgeable, capable and experienced in the field of laws and regulations. His advice on legal compliance aspect should contribute to a better corporate governance of the Company.

- (4) Due to the fact that Mr. Somboon Phuvoravan had notified that he would not accept the directorship position again at the end of his office term, the Board of Directors therefore proposes to appoint Mr. Thanit Pulivekin as the Independent Director in place of Mr. Somboon Phuvoravan, whose term will end at 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on April 24, 2013, as nominated and recommended by the Nomination and Remuneration Committee.

Mr. Thanit Pulivekin possesses various knowledge, experience and expertise, particularly in the fields of engineering, quality and environment. In addition, he is knowledgeable of laws and regulations concerning good corporate governance, which should be beneficial to the Company's business operation. He has passed director qualifications check as stipulated by the Office of the Securities and Exchange Commission according to SEC letter No. Por Sor. 13/2556 dated February 27, 2013.

Accordingly, the Company provided the opportunity for shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance criteria through the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) from October 1, 2012 to December 31, 2012. However, there was no proposal made by the shareholder for the meeting agenda item and the appointment of new director.

#### Board of Directors' Opinion

At the Board of Directors' Meeting No. 249 (2/2013) held on March 1, 2013, the matter was considered and resolved to propose to the Shareholders' Meeting to consider and approve of the appointments of the four Directors as follows.

- |                                   |  |
|-----------------------------------|--|
| (1) Mr. Maitree Tawonatiwasna:    | Proposed for re-appointment as the Director  |
| (2) Mr. Krit Phanratanamala:      | Proposed for re-appointment as the Director  |
| (3) Mr. Woodthikrai Soatthiyanon: | Proposed for re-appointment as the Independent Director  |
| (4) Mr. Thanit Pulivekin:         | Proposed for appointment as the Independent Director in place of Mr. Somboon Phuvoravan, as nominated and recommended by the Nomination and Remuneration Committee above |

#### Information Pertaining to the Directors

Information pertaining to the four individuals proposed for the directorship positions, including the description of the Independent Director and qualifications of the individuals to take the position of Independent Director, including performance record as Director for the past period, are included and forwarded in the document as attached with this meeting invitation.

#### 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 (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.

## CURRICULUM VITAE OF MR. MAITREE TAWONATIWASNA

Position in the Company: Director  
Nationality: Thai  
Age: 66 years  
Education:



- Bachelor of Industrial Electrical Technology, King Mongkut's Institute of Technology North Bangkok
- Master of Business Administration, NIDA
- Training Program of Thai Institute of Directors Association (IOD):  
(1) Director Accreditation Program (DAP 89/2011)

### Work Experience:

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

- 2004-present Director, Management Committee Member and Deputy Managing Director Production & Engineering Diamond Building Products Plc.(Formerly named Diamond Roofing Tiles Plc.)

(2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above): -None-

(3) Work Experience during the Past 5 Years:

- 1997-2004 Managing Director, Kohler (Thailand) Plc.
- 1992-1997 Managing Director, Siam Fine China Co., Ltd.
- 1987-1992 Plant Director, Karat Sanitaryware Plc.

Position in business which may create conflict of interest with the Company: - None -

Shareholding in the Company as of December 31, 2012: 2,220,000 shares or 0.21%

Period of Directorship with the Company: 2 years

Meeting Attendance Record:

- Board of Directors' Meeting in 2012: Attended all 12 meetings
- Management Committees' Meeting in 2012: Attended all 35 meetings.

## CURRICULUM VITAE OF MR. KRIT PHANRATANAMALA

Position in the Company: Director  
Nationality: Thai  
Age: 44 years  
Education:



- Bachelor of Electrical Engineering, Chulalongkorn University
- Master of Business Administration (Finance), University of Florida, USA.
- Master of Science (Communication and Signal Processing), Imperial College, University of London, England
- Chartered Financial Analyst, CFA Institute, USA.
- Training Program of Thai Institute of Directors Association (IOD):
  - (1) Director Accreditation Program (DAP 86/2007)
  - (2) Advanced Audit Committee Program (ACP 1/2009)

### Work Experience:

- (1) Currently holding Directorship and Executive positions in 4 listed companies as follows:
- 2011-present Director Diamond Building Products Plc.  
(Formerly named Diamond Roofing Tiles Plc.)
  - 2011-present Independent Director and Audit Committee, Group Lease Plc.
  - 2008-present Independent Director and Audit Committee, Quality House Plc.
  - 2006-present Independent Director and Audit Committee, Union Mosaic Industry Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not listed companies in (1) above) at 4 companies as follows:
- 2011-present Director, Biodegradable Packaging for Environment Plc.
  - 2006-present Director, Saha Thai Steel Pipe Plc.
  - 2006-present Director, Royal Porcelain Plc.
  - 2005-present Investment Director, Thai Prosperity Advisory Co., Ltd.
- (3) Work Experience during the Past 5 Years: - None -

Position in business which may create conflict of interest with the Company: - None -

Shareholding in the Company as of December 31, 2012: - None -

Period of Directorship with the Company: 2 years

Meeting Attendance Record: - Board of Directors' Meeting in 2012: Attended 11 of 12 meetings

## CURRICULUM VITAE OF MR. WOODTHIKRAI SOATTHIYANON

Position in the Company: Independent Director

Nationality: Thai

Age: 59 years

Education:

- LL.B., Ramkhamhang University
- Thai Barrister at Law
- Master of Public and Private Management, School of Public Administration, National Institute of Development Administration
- Training Program of Thai Institute of Directors Association (IOD):  
(1) Director Accreditation Program (DAP 89/2011)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
  - 2011-present Independent Director, Diamond Building Products Plc.  
(Formerly named Diamond Roofing Tiles Plc.)
- (2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 1 company as follows:
  - 2008-present Managing Partner, Woodthikrai Soatthiyanon Law office
- (3) Work Experience during the Past 5 Years:
  - 2007-2008 Director, Ayudhya Allianz C.P. Life Plc.

Position in business which may create conflict of interest with the Company: -None-

Shareholding in the Company as of December 31, 2012: -None-

Period of Directorship with the Company: 2 years

Meeting Attendance Record: - Board of Directors' Meeting in 2012: Attended 11 out of 12 meetings

Other Information:

Having / not having interest with the Company, holding company, subsidiary company, associated company or corporate which may have conflict of interests presently or during the past two years, are described as follows:

- (1) Not being the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary.
- (2) Not being the provider of professional services (such as Certified Public Accountant or Lawyer)
- (3) Having no business relationship (such as purchasing, selling of raw materials or products, or financial creditor or borrower)



## CURRICULUM VITAE OF MR. THANIT PULIVEKIN

Position in the Company: - None -  
Nationality: Thai  
Age: 62 years  
Education:



- B.SC (Chemical Engineering), Chulalongkorn University

### Work Experience:

- (1) Currently holding Directorship and Executive positions in the listed companies as follows: -None-
- (2) Currently holding Directorship and Executive positions in other business (not the listed companies in (1) above) at 1 company as follows:
  - 2012 - present Director, Pattaya Grand Village Co., Ltd.
- (3) Work Experience during the Past 5 Years:
  - 2002 - 2010 Vice President-Technical and Engineering, Siam City Cement Plc.
  - 1992 - 2002 Senior Engineer, Siam City Cement Plc.
  - 1983 - 1992 Quality and Environment Manager, Siam City Cement Plc.

Position in business which may create conflict of interest with the Company: - None -

Shareholding in the Company as of December 31, 2012: - None -

Period of Directorship with the Company: - None -

Meeting Attendance Record: - None -

### Other Information:

Having / not having interest with the Company, holding company, subsidiary company, associated company or corporate which may have conflict of interests presently or during the past two years, are described as follows:

- (1) Not being the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary.
- (2) Not being the provider of professional services (such as Certified Public Accountant or Lawyer)
- (3) Having no business relationship (such as purchasing, selling of raw materials or products, or financial creditor or borrower)

## QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

(A) Holding shares not more than one percent of all shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by related persons of the particular independent director.

(B) Not being or used to be the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary or is a controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment. Nonetheless, such prohibited characteristic does not include the case that the independent director who used to be a civil servant or an advisor to the Government, which is the major shareholder or controlling person of the Company.

(C) Not being a person who is related by blood or by law as a parent, spouse, sibling and child including spouse of the child, of any management member, major shareholder, controlling person or the person whom has been proposed to become the management member or controlling person of the Company or subsidiary company.

(D) Not having or used to have business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company in a way which might obstruct the use of his/her independent judgment, as well as not being or used to be the key shareholder or controlling person of the person having business relation with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.

The business relationship under the first paragraph includes business transactions which are of normal business operation, property rental, transactions related to assets or services, offer or receipt of financial assistance by receiving or providing loan, guarantee, putting up assets as debt guarantee, as well as other similar actions which result in the debt obligation between applicants or contract parties for an amount above three percent of the net tangible assets of the Company or above Baht 20 million whichever amount is lower. Accordingly, the calculation of such debt obligation should follow and adapt from the calculation procedure for the value of connected transaction according to the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions. Nevertheless, in consideration of such debt obligation, the total debt obligation shall be accounted for those which have occurred during a one-year period before having the business relationship with the same individual.

(E) Not being or used to be the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company and not being a key shareholder, controlling person or partner of the audit office which employs the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.

(F) Not being or used to be the service provider in any professions including legal advisor or financial advisor receiving the service fee exceeding Baht 2 million per year from the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company and not being a key shareholder, controlling person or partner of such professional service provider, except having been out of the above position for at least two years prior to the appointment.

(G) Not being the director who has been appointed as the representative of the Company, major shareholder or shareholder whom is related to the major shareholder of the Company.

(H) Not being an entrepreneur in any business similar to or material competing with the Company or its subsidiary



company or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1 percent of total number of shares with voting right of the company similar to or material competing with the Company or its subsidiary company.

- (l) Having no other characteristic which may prevent from giving independent opinions concerning with the business operation of the Company.

After having been appointed as an independent director following the qualifications specified under paragraph (A) through (l), the independent director may be assigned by the board of directors to make decisions on the operation of the Company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder or controlling person of the Company, which must be based on a collective decision basis.

In the event that the person appointed by the Company as the independent director is the person whom has or used to have business relationship or is a provider of professional service with service fee exceeding the amount under the first paragraph of (D) or (F), the Company shall receive an extension of such prohibition on having or used to have business relationship or providing professional service with service fee exceeding such amount, when the Company has arranged for opinions from the Company's board of directors, indicating that its consideration has been based on the principle under Section 89/7 that the appointment of such person has no impact on the performance of duties and independence of opinions, and that there will be an arrangement for disclosure of the following information within the invitation to the shareholders' meeting in the agenda concerning the consideration of the appointment of independent director.

- (1) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.
- (2) Reason and necessity for maintaining or appointing such person as the independent director.
- (3) Opinions of the Company's board of directors for proposing for the appointment of such person as the independent director.

The Company has established the qualifications of the Independent Director according to the laws concerning Securities and Exchange, regulations and good principles of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand and laws related to the Company's business.

## AGENDA 6

### CONSIDERATION FOR THE REMUNERATION OF DIRECTORS

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#### Background and Rationale

According to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, states that "it is prohibited for the company to offer payments or assets to the director except for remuneration compensation as stated by the company's articles of association", and in the second paragraph, states that "In the case that the Company's articles of association do not address this issue, the remuneration compensation will be in accordance with the resolution of the shareholders' meeting comprising of votes of no less than two-third (2/3) of all eligible votes attending the meeting".

The Company's Articles of Association, Section 35, states that "directors are entitled to receive remuneration from the Company in the form of salary or wages, rewards, meeting allowances, bonuses or other types of benefits in accordance with the articles or by approval from the shareholders' meeting, which may specify the exact amounts or criteria occasionally or permanently until further changes are made and in addition, the directors may receive allowance and benefit according to the Company's regulations".

#### Composition of Remuneration

- (1) The Board of Directors receives the following remuneration.
  - (1.1) Fixed monthly remuneration for the 12 directors, with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month each. The above remuneration rates have been used since April 2012 after the approval by the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012).
  - (1.2) Annual remuneration or bonus for the Directors must be approved by the shareholders' meeting each year based on the Company's operating results of each year. For year 2012, the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012) resolved to approve the annual bonus for the Directors as follows; the Chairman of the Board receiving Baht 500,000 and the other 11 Directors receiving Baht 400,000 per person.
- (2) The other two Committees shall receive remunerations as follows:
  - (2.1) The Audit Committee, comprising of three members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, which has been used since April 2008 after the approval by the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008). The other two Audit Committee members receive Baht 20,000 per month per person, which has been used since April 2012 after the approval by the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012).
  - (2.2) The Nomination and Remuneration Committee (NRC), comprising of three members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other two NRC members receiving Baht 10,000 per month per person. The above remuneration rates have been used since April 2008 after the approval by the 23<sup>rd</sup> Annual General Meeting of Shareholders (Year 2008).
- (3) The Board of Directors, comprising of nine directors, has received right subscriptions for warrants from the Employee Stock Option Scheme (ESOP) established by the Company, which was approved by the Extraordinary Meeting of Shareholders No. 1/2008 dated June 17, 2008 for the issuance of 49,650,000 warrants to the directors and/or employees of the Company, with the Securities and Exchange Commission (SEC) having approved on October 10,

2008 for the Company to offer for sales of such warrants, by which 6,990,000 units of warrants were exercised by the Directors during year 2012.

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

The remunerations paid to each of the Directors during year 2012 and scope of duties and responsibilities of each Committee have been disclosed in the Annual Report Year 2012 on page 39, under the section titled "Remuneration for Directors and Executives" which has been disseminated on the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) and forwarded to every shareholder in advance along with the meeting invitation.

#### Board of Directors' Opinion

The Board of Directors' Meeting No. 249 (2/2013) dated March 1, 2013 has thoroughly considered of the appropriateness in various aspects, having compared with references from the listed companies in the same industrial sector, including consideration of Company's operating results in 2012. Therefore, the Board of Directors' opinion is to propose to the Shareholders' Meeting to consider approving the Directors' remunerations for year 2013, which are all at the same rates as the remunerations for year 2012 as follows:

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

(1.1). Fixed monthly remuneration is kept the same with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month each.

(1.2) In 2011, the Company had good operating results, higher than the established target. Thus, the annual bonus for Directors has been proposed as follows; Baht 500,000 for the Chairman of the Board and Baht 400,000 for each of the Directors.

- (2) Monthly remunerations for the two Committees are as follows.

(2.1) The Audit Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the Audit Committee receiving Baht 30,000 per month and the other two Audit Committee members receiving Baht 20,000 per month per person.

(2.2) The Nomination and Remuneration Committee (NRC), comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before, with the Chairman of the NRC receiving Baht 20,000 per month and the other two NRC members receiving Baht 10,000 per month per person.

#### Criteria and Procedure for Proposal of Remunerations

The determination of remuneration for the Directors above have been considered by the Nomination and Remuneration Committee through screening and comparing information with the same industrial sector, as well as consideration of information pertaining to the industry, size of the Company, business expansion and income of the Company. Accordingly, the opinion is to propose to the Board of Directors to consider setting the remunerations of the Directors for year 2013.

For the comparison of information on the remunerations of directors of listed companies in the Property and Construction sector, which is the same sector as the Company, the Thai Institute of Directors (IOD) conducted the survey in 2012 from 177 companies. The comparisons with the Company's remunerations of directors are shown below.

## (1) The Board of Directors

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	80,482	8,333	640,000	36,123	4,583	250,000
Building & Construction Materials Sector	70,526	20,000	300,000	35,833	10,000	144,000
Diamond Building Products Public Co., Ltd.	80,000			50,000		

## (2) The Audit Committee

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	31,350	2,200	116,000	22,850	2,500	90,000
Building & Construction Materials Sector	32,276	13,333	90,000	23,741	5,000	70,000
Diamond Building Products Public Co., Ltd.	30,000			20,000		

## (3) The Nomination and Remuneration Committee

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	26,788	1,667	120,000	18,648	1,667	80,000
Building & Construction Materials Sector	9,722	1,667	20,000	5,556	1,667	10,000
Diamond Building Products Public Co., Ltd.	20,000			10,000		

## (4) Annual Bonus for the Directors

Description (Unit: Baht per person per year)	Chairman's Bonus			Directors' Bonus Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	1,035,030	30,000	7,200,000	669,879	20,000	4,800,000
Building & Construction Materials Sector	1,084,936	200,000	7,200,000	696,333	105,000	4,800,000
Diamond Building Products Public Co., Ltd.	500,000			400,000		

## Voting Procedure

The resolution for this agenda must be approved at the Annual General Shareholders Meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting with voting right.

As for this meeting agenda, every director has direct interest and therefore shall abstain from voting in this agenda. Notwithstanding, those shareholders who have granted proxy to the Director of the Company with direct stake on the matter, the said Director may exercise voting right as normal unless stated otherwise in the proxy form by the shareholder.

## AGENDA 7

### APPOINTMENT OF THE AUDITOR AND DETERMINATION OF AUDIT FEE

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#### Background and Rationale

According to the Company's Articles of Association concerning with the appointment of the auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 2535 states as follows: Section 120 The Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the company's financial auditor.

Section 121: The financial auditor must not be a director, employee, or take any position in the company.

The policy on selecting the auditor for the Company is to contact various auditing companies that have been endorsed by the Securities and Exchange Commission (SEC) to audit the listed companies. The Company will request for proposals from these audit companies including service terms and audit fee. The Audit Committee shall select the audit company with satisfactory terms and suitable with the Company for the best interests of the Company.

#### Board of Directors' Opinion

In compliance with the Public Limited Company Act B.E. 2535, which stipulates that the Shareholders' Meeting should appoint the Company's financial auditor and determine the audit fee every year with recommendation from the Audit Committee, and after consideration by the Board of Directors' Meeting No. 250 (3/2013) dated March 25, 2013, the Board of Directors approved to propose to the Shareholders' Meeting to consider and appoint a new auditor from KPMG Phoomchai Audit Ltd. according to the following name list, whoever, to be the Company's auditor for year 2013, namely Ms. Bongkot Amsageam, certified public accountant registration no. 3684; or Ms. Orawan Sirirattanawong, certified public accountant registration no. 3757; or Ms. Vipavan Pattavanvivek, certified public accountant registration no. 4795 or Ms. Vannaporn Jongperadechanon, certified public accountant registration no. 4098 or Mr. Thanit Osathalert, certified public accountant registration no. 5155. The audit fee for year 2013 is determined at Baht 630,000 for the yearly audit and Baht 120,000 for each of the three quarterly reviews for a total of Baht 990,000 or an increase from year 2012 by Baht 200,000 or 25.32 percent.

#### Supporting Information

(1) The auditors proposed above are independent and have no relationship or any other types of stake or interest with the Company, its executives, major shareholders or persons related to those mentioned.

(2) The auditors proposed above have been endorsed by the SEC to audit the listed companies.

(3) The comparison of audit fees between the new auditor for year 2013 and previous auditor for year 2012 are as follows:

Description (Unit : Baht)	Year 2013	Year 2012	Increase (Decrease)	
			Amount	%
Yearly Audit Fee	630,000	490,000	140,000	28.57
3 Quarterly Reviews Fee	360,000	300,000	60,000	20.00
Total Audit Fee	990,000	790,000	200,000	25.32

- (4) The Audit Committee has considered the selection of auditors who possesses the qualification, quality, working standard, expertise and auditor independence, as well as the past work experience to be in good standard. After consideration and comparison of the workload and the audit fee, the Audit Committee has selected a new auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission.
- (5) Accordingly, the Audit Committee has proposed its opinions to the Board of Directors to obtain approval from the Shareholders' Meeting for the appointment of a new auditor from KPMG Phoomchai Audit Ltd. according to the following name list, whoever, to be the Company's auditor for year 2013, namely Ms. Bongkot Amsageam, certified public accountant registration no. 3684; or Ms. Orawan Sirirattanawong, certified public accountant registration no. 3757; or Ms. Vipavan Pattavanvivek, certified public accountant registration no. 4795 or Ms. Vannaporn Jongperadechanon, certified public accountant registration no. 4098 or Mr. Thanit Osathalert, certified public accountant registration no. 5155, and approval of the yearly audit fee and quarterly reviews fee for year 2013 for a total of Baht 990,000, which is an increase of 25.32 percent from year 2012.

#### Voting Procedure

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

**DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED**  
**RULES AND GUIDELINES OF ATTENDANCE,**  
**GRANT OF PROXIES FOR ATTENDANCE AND VOTES AT THE MEETING**

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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 Identification Card, Driver's License or Passport of Proxy Grantor 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 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. Sakda Maneeratchatchai: 9/50 Moobansupalai Suwanpoom, Ladkawang Road, Ladkawang, Bangkok 10520
- Mr. Anun Louharanoo: 95/81 Soi Rarnkumhang 92, Saparnsoong, 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 8:00 hrs. — 10:00 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 right for a 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 3 Where no other provisions are stated in these Articles, the provisions of the law concerning public limited companies shall apply and govern in every respect.

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 as depositary and caretaker of the shares

For the 28<sup>th</sup> General Annual Meeting of Shareholders (year 2013), 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 Form B. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents in advance to Company Secretary, Diamond Building Products Public Co., Ltd., 69-70 Moo 1, Mitraphap Road, Km. 115, Talingchan, Muang, Saraburi 18000 within Tuesday, April 23, 2013. Nonetheless, the Company reserves the right to consider only the proxy forms set to the Company at above address before 15:00 hrs., Tuesday, April 23, 2013.

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



Form of Proxy, Form A. (General Form)  
 Annexed to Notice of Department of Business Development  
 Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at.....  
 Date.....Month.....Year.....

(1)/We.....

Nationality.....  
 Residing at No.....Road..... Sub district..... Distric.....  
 Province..... Postal Code..... Country.....

(2) As a shareholder of Diamond Building Products 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 ..... Sub district.....District .....  
 Province ..... Postal Code .....; or,  
 (2) .....Age.....years, residing at No. ....  
 Road ..... Sub district.....District .....  
 Province ..... Postal Code .....; or,  
 (3) ..... Age.....years, residing at No. ....  
 Road ..... Sub district.....District .....  
 Province ..... Postal Code .....; or,

only one of above as my/our proxy to attend and vote in the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on April 24, 2013 at 10:00 hours, at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 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.

Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)



Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at.....

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

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

Residing at No..... Road..... Sub district..... District.....

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

(2) As a shareholder of Diamond Building Products 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..... Sub district.....District .....

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

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

Road..... Sub district.....District .....

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

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

Road..... Sub district.....District .....

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

only one of above as my/our proxy to attend and vote in the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on April 24, 2013 at 10:00 hours, at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 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 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012)

(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 2012

(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, 2012

(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

(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. Maitree Tawonatiwasna

Approve                       Disapprove                       Abstain

Director's Name: Mr. Krit Phanratanamala

Approve                       Disapprove                       Abstain

Director's Name: Mr. Woodthikrai Soatthiyanon

Approve                       Disapprove                       Abstain

Director's Name: Mr. Thanit Pulivekin

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 or 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 Building Products Public Company Limited

At the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on April 24, 2013 at 10:00 hours, at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

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



Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)



Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at.....

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

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

Residing at No..... Road..... Sub district..... District.....

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

As the Custodian of Shares for ..... whom is the shareholder of Diamond Building Products 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 ..... Sub district.....District .....

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

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

Road ..... Sub district.....District .....

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

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

Road ..... Sub district.....District .....

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

only one of above as my/our proxy to attend and vote in the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on April 24, 2013 at 10:00 hours, at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 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 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012)

(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 2012

(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, 2012

(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

(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. Maitree Tawonatiwasna

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

Director's Name: Mr. Krit Phanratanamala

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

Director's Name: Mr. Woodthikrai Soatthiyanon

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

Director's Name: Mr. Thanit Pulivekin

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 Building Products Public Company Limited

At the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to be held on April 24, 2013 at 10:00 hours, at the Pinnacle Room 4-6, 4<sup>th</sup> Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

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. Sakda Maneeratchatchai  
Position: Independent Director and Audit Committee Member  
Nationality: Thai  
Age: 69 years  
Address: 9/50 Moobansupalai Suwanpoom, Ladkabang Road, Ladkabang,  
Bangkok 10520

Education:

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

Work Experience:

- (1) Currently holding Directorship / Executive positions in 1 listed companies as follows:
  - 2009-present Independent Director and Audit Committee Member,  
Diamond Building Products Plc.  
(Formerly named Diamond Roofing Tiles Plc.)
- (2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above): -None-
- (3) Work Experience during the Past 5 Years:
  - 2007-2008 Advisor, Diamond Building Products Plc.  
(Formerly named Diamond Roofing Tiles Plc.)

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Shareholding in the Company as of December 31, 2012 : 4,600,000 shares or 0.44%
- Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.

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: 59 years  
Address: 95/81 Soi Rarnkumhang 92, Saparnsoong, Bangkok 10240

Education:

- Bachelor of Accounting, Thammasat University
- Bachelor of Laws, Thammasat University
- Training Program of Thai Institute of Directors Association (IOD):
  - (1) Director Accreditation Program (DAP 1/2003)
  - (2) Director Certification Program (DCP 29/2003)
  - (3) Audit Committee Program (ACP 2/2004)
  - (4) DCP Refresher Course (RE.DCP 2/2006)
  - (5) Improving the Quality of Financial Reporting (QFR 2/2006)
  - (6) Monitoring the System of Internal Control and Risk Management (MIR 1/2007)
  - (7) Monitoring the Internal Audit Function (MIA 1/2007)
  - (8) Corporate Governance Workshop Board Performance Evaluation 2007
  - (9) Role of the Compensation Committee (RCC 7/2008)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 3 listed companies as follows:
  - 2005-present Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member, Diamond Building Products Plc. (Formerly named Diamond Roofing Tiles Plc.)
  - 1985-present Director, Executive Director and Chief Financial Officer, Lanna Resources Plc.
  - April 2012-present Independent Director and Audit Committee Member, Thailand Carpet Manufacturing Plc.

(2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 6 companies as follows:

- December 2012 - Present Director, Do It Co., Ltd.
- 2008-present Director, PT. Singlurus pratama
- 2006-present Commissioner, PT.Lanna Mining Services
- 2004-present Commissioner, PT.Citra Harita Mineral
- 2003-present Director, Thai Agro Energy Plc.  
(Formerly named Thai Agro Energy Co., Ltd.)
- 1998-present Director, PT.Lanna Harita Indonesia

(3) Work Experience during the Past 5 Years:

- 1997-2012 Director, Lanna (Singapore) Pte.Ltd.
- 2004-2011 Independent Director and Audit Committee Member, Royal Porcelain Plc.

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Shareholding in the Company as of December 31, 2012 : 1,880,000 shares or 0.18%
- Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.

## SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2013)

Shareholders can submit their inquiries relating the agenda in the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013) to the Company via different channels as follows:-

- (1) Shareholders can submit inquiries 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@dbp.co.th
  - 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 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013), from March 25, 2013 until April 17, 2013.

Accordingly, the Shareholder may submit the inquiry from March 25, 2013 through April 17, 2013. The Company will consider answering inquiries submitted at the time of the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013), through E-mail, facsimile, or any other communication channels as deemed appropriate.



FORM OF INQUIRIES  
FOR THE AGENDA OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2013)

1. Shareholder's Information

Name:.....  
Address:.....  
.....  
Telephone No. : .....Fax No.:.....  
E-Mail Address :.....

2. Inquiries on the agenda in the 28<sup>th</sup> Annual General Meeting of Shareholders (Year 2013)

Agenda 1 : Approval of the Minutes of the 27<sup>th</sup> Annual General Meeting of Shareholders (Year 2012)

Inquiries : .....  
.....  
.....

Agenda 2 : Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2012

Inquiries : .....  
.....  
.....

Agenda 3 : Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2012

Inquiries : .....  
.....  
.....

Agenda 4 : Approval of the Appropriation of Earnings

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

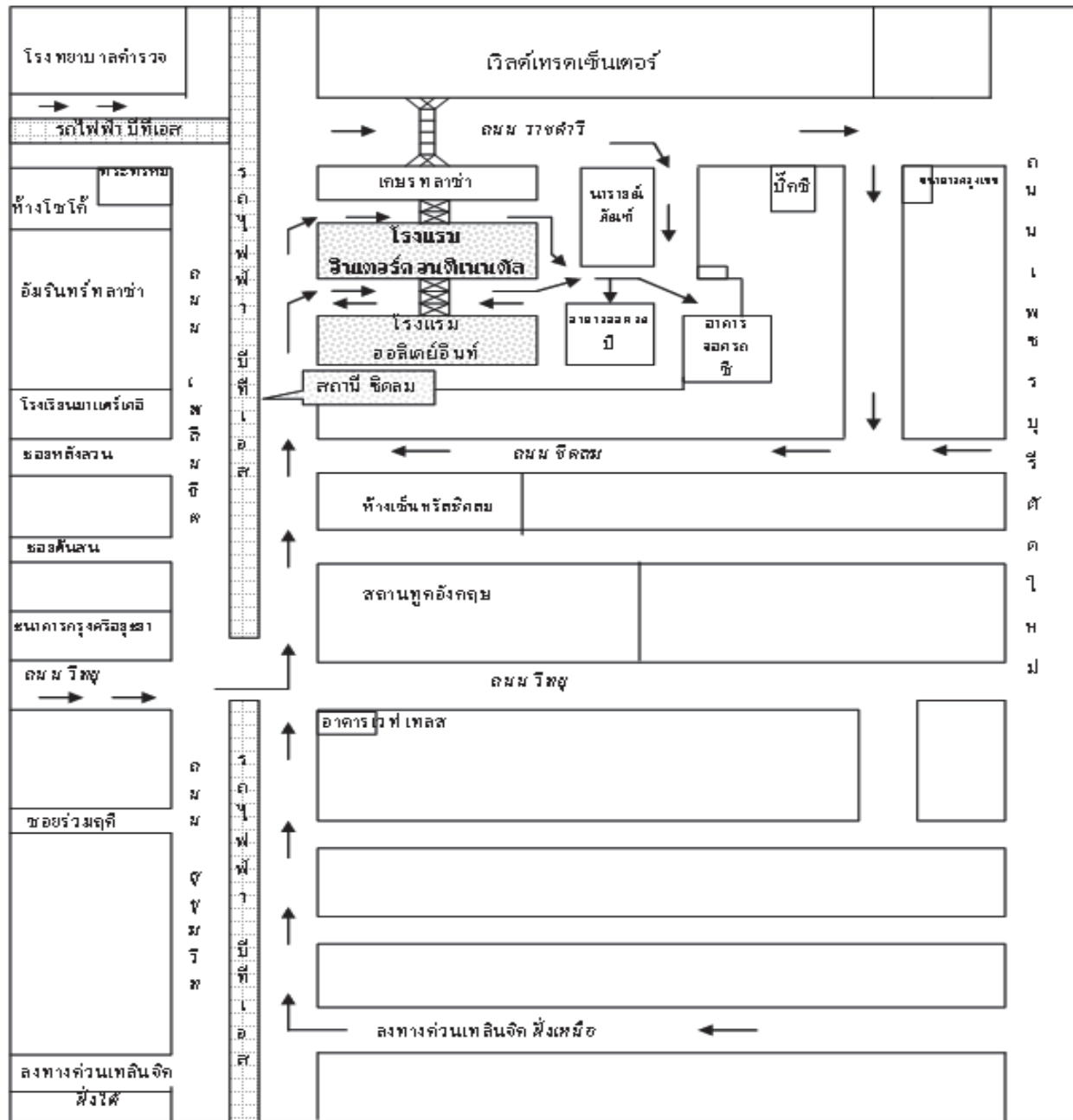
Inquiries : .....  
.....  
.....

Agenda 8 : Other matters (if any)

Inquiries : .....  
.....  
.....



INTERCONTINENTAL.  
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