

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2018)
OF THE
DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The minutes of the 33rd Annual General Meeting of Shareholders (Year 2018) of Diamond Building Products Public Co., Ltd., which was held on Tuesday, April 24, 2018 at 10:00 hrs. at the Pinnacle Room 4-6, 4th 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 176 shareholders attending in person holding 46,798,577 shares and 166 shareholders granting proxies to attend the Meeting holding 683,084,238 shares, for a total of 342 persons with aggregate number of 729,882,815 shares or 76.99 percent of the all the issued shares and with voting right, which constituted a meeting quorum according to the Company's regulation. The following 12 directors attended this meeting (the Company's Board of Directors comprises of 12 directors) or 100 percent of the total number of Directors of the Company.

Directors Attending the Meeting:

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| 1) | Mr. Prakrit Pradipasen | Chairman of the Board |
| 2) | Mr. Chaiyut Srivikorn | Director and Nomination and Remuneration Committee Chairman |
| 3) | Mr. Sakda Maneeratchatchai | Independent Director and Audit Committee Chairman |
| 4) | Mr. Anun Louharanoo | Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member |
| 5) | Mr. Thanit Pulivekin | Independent Director, Audit Committee Member and Corporate Governance Committee Chairman |
| 6) | Mr. Woodthikrai Soatthiyanon | Independent Director and Corporate Governance Committee Member |
| 7) | Mr. Chatchai Teepsuwan | Director and Nomination and Remuneration Committee Member |
| 8) | Mr. Warayu Pradipasen | Director and Corporate Governance Committee Member |
| 9) | Mr. Kamolaphat Teepsuwan | Director |
| 10) | Mr. Asanee Chantong | Director |
| 11) | Mr. Satid Sudbuntad | Director, Management Committee Chairman and Chief Executive Officer |
| 12) | Mr. Maitree Tawonatiwasna | Director, Management Committee Member and Deputy Chief Executive Officer Production and Engineering |

Executive Attending the Meeting comprising of the following person:

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|----|-----------------------------|---|
| 1) | Ms. Thanakarn Phanthapirat: | Management Committee Member, Assistant Chief Executive Officer Accounting & Finance and Company Secretary |
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Representatives from KPMG Phoomchai Audit Ltd. comprising of the following 3 persons:

- 1) Ms. Bongkot Amsageam, certified public accountant no. 3684
- 2) Miss. Chanarat Chanwa, certified public accountant no. 9052
- 3) Mr. Thanayutsingh Hirkewal, certified public accountant no. 12736

Representative from the Thai Investors Association: Mr. Surachet Winiyakul

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 Mr. Pongpol Jakkarn (Corporate Marketing Section Manager) 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 October 17, 2017 until January 18, 2018. 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 33rd Annual General Meeting of Shareholders (Year 2018) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 23, 2018 until April 13, 2018, 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. For this meeting, every meeting agenda is considered normal case except for meeting agenda no. 6 and agenda no. 8-10, which are considered as other cases.
 - 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.
 - 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, every Director has direct interest on this particular meeting agenda and therefore all the Directors shall abstain from voting on such meeting agenda.
 - Agenda 8-10 on the consideration of reduction of registered and paid-up capital, amendment of the Company's Articles of Association, Objectives and Memorandum of Association where resolution must be approved at the shareholders' meeting with no less than three-fourth (3/4) of all votes of shareholders attending the meeting with voting right.
- 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 using the Barcode system.

Meeting Commenced

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

AGENDA 1: TO ADOPT AND APPROVE THE MINUTES OF THE 32ND ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2017)

The Chairman proposed that the shareholders' meeting consider for approval of the minutes of the 32nd Annual General Meeting of Shareholders (Year 2017), which was held on Tuesday, April 25, 2017. 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, according to details as appeared within the meeting invitation that had been forwarded to every shareholder in advance.

Therefore, the shareholders' meeting was proposed to consider and approve such minutes of the 32nd Annual General Meeting of Shareholders (Year 2017).

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the minutes of the 32nd Annual General Meeting of Shareholders (Year 2017) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 32nd Annual General Meeting of Shareholders (Year 2017) held on April 25, 2017 as proposed above, with the following number of votes:

Approved:	730,058,115	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	730,058,115	votes for those present at the meeting and eligible to vote.		

AGENDA 2: TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2017

The Chairman stated that for the operating results of year 2017, Mr. Satid Sudbuntad, Chief Executive Officer, was assigned to report on the operating results including other information during year 2017, which could be summarized as follows.

- 1) **Operating Results of Year 2017:** The Company's total revenue was Baht 4,171 million, a slight increase from the previous year by 1.28 percent. Nonetheless, the net profit was Baht 412 million, an increase from the previous year by Baht 20 million or 4.99 percent. However, if the extra profit from the sale of unused land of Baht 23 million had not been included in the net profit of previous year, the net profit would increase by Baht 43 million or an increase of 12 percent from the same period of previous year, due to effective management of production cost and selling expenses.
- 2) **Cash Flow from Operation in Year 2017:** The Company's liquidity was strong, having net cash from operating activities of Baht 822 million, which was sufficient for dividend payment of Baht 313 million and long-term and short-term loan payment of Baht 393 million, effectively reducing interest payment from Baht 18.56 million in year 2016 to Baht 12.58 million in year 2017 or reduction of 32.21 percent and reducing the debt to equity ratio from 0.47 times in year 2016 to 0.25 times in year 2017 or a decrease of 28.17 percent.
- 3) **Dividend Payment of Year 2017:** The Company had been listed in the Stock Exchange of Thailand since year 2005 for a total of 13 years, having the dividend policy specifying a dividend payment of not less than 50 percent of the net profit according to the Company's separate financial statements and the Company had been paying dividend continuously at not less than 70 percent of the net profit. In year 2017, the Company paid dividend at the rate of 84 percent of the net profit according to its separate financial statements, which must be in accordance with the resolution of the shareholders' meeting at this time.
- 4) **Strategies Behind Our Success:** The Company builds its strength from 6 different sets of strategy as follows.

(4.1) Product Variety & Differentiation

Product and Services: The Company has complete variety of products concerning with home building and therefore, if you were to visit a store that carries Diamond Brand construction material products, you could build a whole house. The Company earned **92 percent of revenues from product sales** from such product groups including roofing product, board and ceiling product, siding board product and special product such as readymade roof and heat insulators, etc. and the Company earned 8 percent of revenues from the services including roof stripping, roof installation and transport services.

(4.2) **Extensive Distribution Network**

Distribution Channels: The Company has 4 main distribution channels including 55 percent through distribution agents, 16 percent through modern trade stores, 12 percent through housing projects and 17 percent through foreign market or export.

(4.3) **Excellent Services**

The Company has modern transport system by both land and waterway and the delivery time is within 24 hours. After-sales services are also excellent. Whenever the customers have problem concerning products or installation, the Company can be contacted via the Call Center or through agents at every branch nationwide.

(4.4) **Strong Brand Awareness**

Through “Diamond” brand building for over 32 years has contributed to the Company having received the following certificates and awards:

- received the Thai Industrial Standard (TIS) ISO 9001-2015 in year 2016 for concrete tiles such CT Diamond, Concrete Ridges and Adamas tiles (the first manufacturer in the construction material group to receive such standard);
- received the Quality Symbol, “**Thailand Trusted Mark**” from the Ministry of Commerce; and
- ranked by the BrandAge Magazine as the most admired brand with roofing products ranking at number 2 and wood and siding board products ranking at number 4, climbing up from number 7 in the previous year, with opportunity for the Company to further develop its products in the future.

(4.5) **Strong Relationship with Distributors**

The Company takes care of both domestic and overseas customers, organizes marketing activities and events, customer development courses, including communication through various media to build “Diamond Brand” image for stores and distribution agents to gain more competitiveness, including:

(1) **Domestic Marketing Activities:** Diamond brand is communicated for more brand awareness to the target groups such as group of technicians, group of home owners and designers, etc., with appropriate amount of budget, such as:

- Advertisement via digital television, large billboards, radio communication nationwide, home related magazines, including Home and Garden Magazine, Weekend Magazine, etc.
- Online communication including website, Facebook, YouTube and Instagram, etc. to deliver information to all target groups.
- Marketing promotion activities to promote sales such as preparation of product catalogue, premium products, sample products or sale kit and sales promotion activities, etc.
- Display of products in the large retail stores or large regional stores in order to present variety of Company’s products, which should promote higher product sales and participation at the opening ceremony of the Modern Trade stores.
- Organization of development and training courses for the distribution agents and local technicians for introduction and learning of new products, installation techniques and training of store front sales personnel and participation in the Baan Lae Suan Fair, etc.
- “Diamond Brand” image improvement for various groups of products during the past year, including organization of activities for new designers by inviting students to participate in the “**DIAMOND STYLE Young Designer Contest 2017**” for the 2nd consecutive years, aiming at the utilization of Company’s products both inside and outside of the building.

- (2) **International Marketing Activities:** Emphasis is placed on preparation of advertisement media in local languages and organization of events to express thank to the international customers in order to promote higher sales.


(4.6) Prudent Financial Policies


The Company possesses strong financial liquidity, capable of making dividend payment, long-term and short-term loan payment, interest and debt payment. The Company has never had financial problem and has sufficient credit line from financial institutions to support Company's business operation.

5) Other Areas of Management:

- (5.1) For corporate governance in year 2017, the Company received the following awards of pride:

(1) The Company received **Thailand Sustainability Investment Award (THSI) 2017** from the Stock Exchange of Thailand for listed companies with outstanding performance in environmental, social and governance (ESG) aspects.

(2) The Company was placed in the **"Excellent"** group with a five-star award () for assessment of Corporate Governance in the **Top Quartile** level in the group of companies with market capitalization of Baht 3,000 to 9,999 million, having received the score of 91 percent.

(3) The Company received a four-star award () for the annual general meeting (AGM) quality assessment of listed companies year 2017, in which the Company received 97% score and was placed in the "Excellent" group.

(5.2) **Anti-Corruption Aspect:** The Company has been certified as the member of the Private Sector Collective Action Coalition Against Corruption (CAC) on October 16, 2015, and registered as a member of the Partnership Against Corruption for Thailand (PACT Network) by Thaipat Institute. The Company has clearly announced its anti-corruption policy and expects its employees to join the anti-corruption campaign and activities, having assessment on corruption-related risks at every department by which the assessment results are regularly proposed to the Audit Committee and the Board of Directors of the Company.

(5.3) **Corporate Social Responsibility (CSR) Activities:** During year 2017, the "Diamond Heart Technicians" Project has been organized continuously for several years, by which in year 2018, the Company has organized Class 8 of the Project, in corporation with the Phra Dabot Foundation, in both theoretical and practical aspects, for the students of Phra Dabot School in the construction of "Sufficient Diamond House" on Phra Dabot Foundation's agricultural area in Saraburi Province, including provision of products and equipment for the construction of the house. The "Diamond Heart Technicians" projects and activities are aimed at training and development of skills for community people in roof and siding board installation in order to make and earn a living. The Company also organized several activities within the organization such as blood donation drive, marigold flowers planting In remembrance on His great generosity of the late king, mind development for balanced life, etc.

6) Business Operation and Plan for Year 2018 of the Company could be summarized as follows:

- (6.1) The Company has set growth target at no less than 5 percent.
 (6.2) Emphasizing on expansion of every distribution channels both domestic and export.
 (6.3) Introducing new products within the group of roofing products, siding board and readymade roof truss.
 (6.4) Emphasizing on human resource development for creative thinking for innovation for sustainable development.
 (6.5) Aiming for cost reduction to maintain gross profit.
 (6.6) Reducing financial burden, interest and increasing liquidity to have sufficient cash flow for continuous business operation.

7) New Product Development

- 7.1) Roofing Product Group such as Jatulon tiles and Jearanai tiles, non-asbestos Adamas tiles including Thai Modern, Thai Classic, Elegant and Thai Lanna, etc.
- 7.2) Siding Board Group such as embossing siding board, decorative stairs, smooth corner lathes and eaves, etc.
- 7.3) Board Group: development of variety of products with faster construction time such readymade light kitchen and light door frame, etc.

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

Shareholder Mr. Paisarn Wuttibunchorn, minority shareholder, inquired about the detail on the export market which contributed to 16 percent of the total revenue, including the export countries, revenue proportion. For India, which was quite interesting market, the shareholder would like to learn about the situation on competition and market share of the Company in India.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that currently the Company's export revenue proportion was at 17 percent of the total revenue and the Company set target for revenue proportion from the export market at 20 percent of the total revenue from over 10 countries. Among these countries, about 70-80 percent of the export revenues were from Cambodia, Laos and China. As for India, the Company had several customers in many cities with siding board products as main products and no roofing products to the Indian market. The competition was quite strong and the Company participated in the fair events with the customers to introduce new products and joined in the activities.

Shareholder Mr. Paisarn Wuttibunchorn, minority shareholder, further inquired about the reason for selling only siding board products to India, whether or not the issue involved transportation factor.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that it was not about the transportation factor but mainly related to product utilization culture in India. The Company exported roofing products to neighboring countries such as Laos and Cambodia, having similar style of houses and construction method as in Thailand, but the customers in India only ordered siding board products and transported using containers to reduce damage to the products.

Shareholder Mr. Paisarn Wuttibunchorn, minority shareholder, further inquired about Company's expectation on the growth in Indian market and the competition situation.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that Indian market had potential for growth as the market size of India was similar to China; however, pricing was an important factor, as well as fierce competition. Entering the Indian market during this period involves introduction of products and development of products that would be suitable for the Indian market and requirements.

Shareholder Mrs. Boontham Chern-aksorn, minority shareholder, inquired that when Laos and Cambodia had been mentioned earlier, whether or not Myanmar was part of this also.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the Company had been in Myanmar market for over 10 years with products including Adamas tiles, ceiling and roof products. Myanmar market was considered to have good potential as it was about four times larger than Cambodia; however, Myanmar still had some internal problem. The Company's customer base consisted of Yangon, Mandalay and bordering areas with Thailand.

Shareholder Mr. Nirund Chitprakorb, minority shareholder, inquired whether or not the Company would be interested in manufacturing floor tiles and paint products in addition to current product lines as there was market demand for paint products for indoor and outdoor paint, paint for wood and metal, etc.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the Company focused on its main products that the Company had expertise including roofing and board products with proportion of 50 percent for each product. As for the floor tiles, currently there were several brands in the market with strong pricing competition and energy cost was quite high. The format changes quickly and certain products are imported from China. Therefore, there were certain risks that the Company must carefully consider the market of this product. As for the paint products, also there were currently several manufacturers with strong competition. The Company would

probably not go into this market. Currently, the Company only produced paint for its own use for the roofing and siding board products, such as paint for mortar and other paints in order to reduce production cost from buying paint from the outside.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, proposed that the shareholders' meeting acknowledge the report of the Board of Directors on the operating results of year 2017 as presented above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2017 as presented above.

AGENDA 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2017

The Chairman proposed that the shareholders' meeting consider the balance sheets and statements of income for the year ended December 31, 2017 which had been audited by the certified auditor, KPMG Phoomchai Audit Co., Ltd. and published in the Annual Report 2017 (in CD-ROM format) including the analysis on the financial status and operating results of the Company for year 2017, 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 55 of the Annual Report 2017 (in CD-ROM format).

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2017 provide complete and adequate information on the financial status and operating results in accordance with the generally accepted accounting principles.

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

Shareholder Mr. Surachet Wiriyakul, proxy and representative from the Thai Investors Association, inquired about the Company's financial statements which indicated good operating results for the past 2-3 years; nonetheless, the auditor had noted on inventory of the Corporate Group, where it showed that the amount of inventory had significant impact on the financial statements. Accordingly, there was an inventory of Baht 153 million at the end of 2017 with the sales revenue of over Baht 4 billion, cost of sales of over Baht 3 billion; therefore, the turnover ratio was over 20 times, turnover period of inventory or stock day in year 2017 was about 19 days. As for year 2016, it was at 18 days, an increase of 1 day for year 2017. It indicated that the Company could produce products for sales within 18-19 days, which is considered good, but it was not certain that such numbers had been compared with other competitors within the same industrial sector, whether or not the stock day was better than others. If the Company performed well on this matter, production cost could be reduced considerably and risk factor involving product obsolete would be eliminated.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that currently the Company had operated at about 80-90 percent of full production capacity, having inventory turnover period not over 20 days; however, if looking at certain products, they are not enough for the sales. The Company believed that it performed at better level than other manufacturers within the same industrial sector.

Chairman The Chairman added that for the past year, the Board of Directors was satisfied with the Company's performance as established target had been achieved although the target was established at a conservative level as the business was quite competitive. Nonetheless, the Management was able to achieve the target, especially on the earnings and profit. As for the increase of production capacity, it could not be done much more but the Management had endeavored to improve on production efficiency to reduce production cost and increase the profit, which was deemed satisfactory by the Board of Directors and it was believed that the shareholders were also satisfied and the Company would continue its business operation according to the established policy.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the balance sheets and statements of income for the year ended December 31, 2017 as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2017 as presented above with the following number of votes:

Approved:	730,848,887	votes or	99.94	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	448,300	votes or	0.06	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,297,187	votes for those present at the meeting and eligible to vote.		

AGENDA 4: TO CONSIDER AND APPROVE 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 according to the separate financial statements 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 has considered the appropriation of earnings and resolved to propose to the shareholders' meeting for consideration and approval of the payment of dividend to shareholders at Baht 0.36 per share or 83.72 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no. 1/2017 on September 29, 2017 at Baht 0.18 per share. Therefore, there remains a dividend of Baht 0.18 per share for the dividend payment no. 2/2017 to the shareholders, which is expected to be paid on May 18, 2018 to the eligible shareholders having their names appear on the share register book on the Record Date of March 6, 2018 and must be approved at the 33rd Annual General Meeting of Shareholders (Year 2018). 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 20 percent.

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

Shareholder Mr. Waiwit Poonjiradejma, minority shareholder, inquired about the dividend payout that the Company would pay dividend at over 80 percent this year, whether or not the Company would maintain this dividend payout ratio for the subsequent years.

Chairman The Chairman clarified that this matter must be considered on a yearly basis by which the Company's dividend payment policy stated that the dividend would be paid at no less than 50 percent of the net profit but in the past, if there was no need to reserve the money for business expansion, the Company would pay dividend at a high ratio. However, if it was asked whether or not there would be any business expansion or investment in fixed assets, the answer would be that every year there would be investment capital required for efficiency improvement and modernization of the equipment and machinery normally from cash generated from business operation. Therefore, if there was no extraordinary event, the dividend should be paid at a high ratio every year.

Shareholder Mr. Waiwit Poonjiradejma, minority shareholder, inquired whether or not the Company had reserved sufficient budget for business expansion or investment in large projects.

Chairman The Chairman clarified that as informed earlier, the Company currently had no debt and there was sufficient working capital for daily business operation. The Company had never stopped considering business expansion; however, currently several businesses in the construction material industry encountered an oversupply situation with more suppliers than buyers. Therefore, the Board of Directors must consider business expansion very carefully so not to

expose the shareholders to too much risk. However, if there was any opportunity, business expansion would be undertaken for the growth of the Company.

The Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the appropriation of earnings and dividend payment for the operating results ended December 31, 2017 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, 2017, as presented above with the following number of votes:

Approved:	731,329,972	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	731,329,972	votes for those present at the meeting and eligible to vote.		

AGENDA 5: TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

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

This year, the Company unfortunately lost another Director, **Mr. Phaithoon Kijssamrej**, who passed away on January 9, 2018, having been the Company's Director since year 2003 and had important role in taking the Company for the listing in the Stock Exchange of Thailand, as well as providing supervision and making recommendations which were beneficial to the Company's business operation. The Board of Directors regretted and mourned the loss of Mr. Phaithoon Kijssamrej. Accordingly, the Board of Directors nominated a new director to fill the vacant position by choosing and appointing **Mr. Kamolaphat Teepsuwan**, whom possessed knowledge, capability, experience and skills in various professional fields including finance and banking, engineering management, product design, sales and marketing domestically and internationally, as well as having knowledge in property development, which are beneficial to Company's business operation, as the Director **to replace Mr. Phaithoon Kijssamrej**. The shareholders was informed with the above matter for acknowledgment.

The Chairman invited Mr. Kamolaphat Teepsuwan to introduce himself to the shareholders.

Mr. Kamolaphat Teepsuwan greeted the shareholders and expressed his pleasure for joining the Board of Directors and hoped that his experience would be beneficial and more or less contribute to the Company's business operation.

The Chairman stated that the Company has established criteria for nomination of directors through the Nomination and Remuneration Committee Chairman (NRC Committee). However at this meeting, Mr. Chaiyut Srivikorn, NRC Committee Chairman, had been retired by rotation, thus the Chairman mentioned about the criteria for nomination of directors that the NRC Committee had considered the qualifications in various aspects including past performance, having resolved to propose the following 4 individuals for the directorship positions replacing the directors whom were retired by rotation; namely, (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo 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) During the past year, all four individuals have performed their duties consistently having made various suggestions which are beneficial to the Company.

4) The works performances of Directors retired by rotation, having details in the documents as appeared within the meeting invitation that had been forwarded to every shareholder in advance, which can be summarized as follows.

4.1) **Mr. Chaiyut Srivikorn**, currently the Director and Chairman of the NRC, has performed his duties well during the past years. He has closely monitored and made inquiries into several important matters, particularly in the management of manpower so that it became the most efficient, overseen that compensations and benefits for the employees, executives and directors were appropriate, as well as offered valuable advice for resolving problems and for improvement of work performance in various aspects during the past years.

4.2) **Mr. Asanee Chantong**, currently the Director, Management Committee Chairman and Chief Executive Officer, has performed his duties well during the past years. He has supervised and managed the Company's business in accordance with its objectives, policies, business plan, budget, key performance indicator (KPI) and assessment of Company's success, as approved by the Board of Directors of the Company, as well as proposing long term business plan for improvement of manufacturing process to become environmental friendly for sustainable development, etc.

Accordingly, Mr. Asanee Chantong has retired since January 1, 2018 and is currently the Company's Director.

4.3) **Mr. Satid Sudbuntad**, currently the Director, Management Committee Member, Corporate Governance Committee Member and Managing Director, has also been appointed as the Chairman of the Risk Management Committee and Chairman of the Corporate Social Responsibility Committee (CSR Committee) and has overseen the Investor Relations Department of the Company. During the past, he has performed his duties well as follows.

- On the sales and marketing: supervision and management, establishment of plan and strategy in line with the assigned policy.
- On the risk management: supervision and assessment of the various risk factors, establishment of risk protection guideline so that risks are under control.
- On the corporate social responsibility: the "Diamond Heart Technicians" Projects were carried out, bringing roof installation knowledge and skill to teach the community people and youth so that it can be used to earn a living for their family and development of sustainable society.
- On the investor relations: his duty is to provide Company's information accurately, transparently and accountably in accordance with the rule and regulation of the Stock Exchange of Thailand and SEC, as well as provide opinions and suggestions beneficial to the Company.

Accordingly, the Company's Board of Directors has appointed Mr. Satid Sudbuntad as the Chief Executive Officer since January 1, 2018, replacing Mr. Asanee Chantong, whom has retired.

4.4) **Mr. Anun Louharanoo**, is currently the Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member. Mr. Anun Louharanoo has been the Independent Director of the Company continuously for the past 12 years. According to the good corporate governance regulation, the Independent Director position should not be held for more than nine years. Nonetheless, during the past years, Mr. Anun Louharanoo has performed his duties well as he possesses knowledge, capability and experience, with independent thinking in accordance with the rules of relevant laws and regulations and expertise in various fields, especially in the field of accounting and finance and legal. He has supervised and offered valuable advice on accounting and finance in accordance with the accounting standard, monitored that the Company has internal control system of

international standard, overseen that the Company complies with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission and laws relevant to the Company.

In accordance with the regulation concerning the corporate governance, the office term period of the independent director should not exceed 9 years. Nonetheless, according to the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company had considered and proposed for the reappointment of Mr. Anun Louharanoo, the previous independent director, as the Independent Director for another term, due to the fact that Mr. Anun Louharanoo has all the qualifications as stipulated by the Public Limited Company Act B.E. 2535, having experience and skill in accounting and finance and knowledgeable on various laws and regulations, can provide opinions and suggestions beneficial to the Company, as well as being able to provide independent opinion according to relevant laws and regulations.

The Chairman provided opportunity for the shareholders to express opinion and when there was none, the shareholders' meeting was requested to consider and approve the appointment of directors to replace four Directors retired by rotation. The above 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. Chaicut Srivikorn**, the Director whom was retired by rotation, as the Director for another term of directorship.

Resolution: The shareholders' meeting considered and resolved to approve the re-appointment of **Mr. Chaicut Srivikorn**, 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:	728,578,274	votes or	99.56	percent
Disapproved:	149,400	votes or	0.02	percent
Abstained:	3,100,100	votes or	0.42	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,827,774	votes for 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 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:	730,630,475	votes or	99.84	percent
Disapproved:	149,400	votes or	0.02	percent
Abstained:	1,048,000	votes or	0.14	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,827,875	votes for 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 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 Independent Director for another term of directorship as proposed above, with the following number of votes.

Approved:	725,688,475	votes or	99.16	percent
Disapproved:	149,400	votes or	0.02	percent
Abstained:	6,000,000	votes or	0.82	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,837,875	votes for those present at the meeting and eligible to vote.		

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

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

Approved:	729,492,276	votes or	99.68	percent
Disapproved:	500	votes or	0.00	percent
Abstained:	2,350,000	votes or	0.32	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,842,776	votes for those present at the meeting and eligible to vote.		

AGENDA 6: TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

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

Mr. Chaikut Srivikorn, the Chairman of the NRC Committee, 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, stipulates 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 consideration of the Directors' remunerations by comparing with other companies within the same industrial sector in the Stock Exchange of Thailand and also from Company's operating results each year. Accordingly, the shareholders' meeting was proposed to consider and approve the remunerations for the Directors for year 2018, which was equivalent to year 2017. In addition, remunerations for the Corporate

Governance Committee were proposed (the Corporate Governance Committee had never any remuneration since establishment and appointment in year 2013), with details as appeared within the meeting invitation that had been forwarded to every shareholder in advance, which can be summarized as follows.

- 1) The Company's Board of Directors receives the following directors' remunerations:
 - 1.1) The monthly remunerations for the Board of Directors are 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) Since the Company's operating results in year 2016 were higher than the established plan, the annual bonus for the Directors are paid as follows; the Chairman of the Board receiving Baht 300,000 and the Directors receiving Baht 250,000 each.
- 2) The two sub-committees receive the following remunerations, which are at the same rates as before:

As for the fixed monthly remuneration for the sub-committees in the past, the Company had paid remunerations for 2 sub-committees but in year 2018, the Board of Directors of the Company had considered paying remuneration for another sub-committee, which is the Corporate Governance Committee, totaling 3 sub-committees, with remunerations as follows.

- 2.1) The Audit Committee comprising of 3 members receives a fixed monthly remunerations which are to be kept the same as follows; The Chairman of the Audit Committee receiving Baht 30,000 per month and the other 2 Audit Committee Members receiving Baht 20,000 per month each.
- 2.2) The NRC Committee comprising of 3 members receives a fixed monthly remunerations which are to be kept the same as follows: The Chairman of the NRC Committee receiving Baht 20,000 per month and the other 2 NRC Committee Members receiving Baht 10,000 per month each.
- 2.3) The Corporate Governance Committee comprising of three members receives the same monthly remunerations as follows; the Chairman of the Corporate Governance Committee receiving Baht 20,000 per month and the other two Corporate Governance Committee members receiving Baht 10,000 per month each.

The Chairman, provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the remunerations of the Directors for year 2018 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 2018, as presented above with the following number of votes:

Approved:	700,740,578	votes or	95.73	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	31,237,200	votes or	4.27	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,977,778	votes for those present at the meeting and eligible to vote.		

AGENDA 7: TO CONSIDER THE APPOINTMENT OF THE AUDITOR AND DETERMINATION OF 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; therefore, Mr. Sakda Maneeratchai, Audit Committee Chairman, was assigned to mention the rules and criteria in selecting the auditor and determining the audit fee for year 2018 in this meeting agenda.

Mr. Sakda Maneeratchatchai, Audit Committee Chairman, stated that 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 that the financial auditor must not be a director, employee, or take any position in the Company.

According to the Notification of the Capital Market Supervisory Board No. TorJor.11/2552 stipulates that the listed company shall rotate an auditor in the occurrence that the auditor has performed his/her duties on auditing or reviewing and expressed opinion on financial statement of the same listed company for 5 consecutive years and the listed company can appoint a new auditor from the same audit firm of the changed auditor. Nonetheless, the listed company may re-appoint the changed auditor who has vacated from his/her duty at least 2 fiscal years from the date on which such auditor has vacated from his/her duty.

In the selection of the auditor, the Audit Committee has considered the 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 audit fee, the Audit Committee selected the previous auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission, according to details as appeared within the meeting invitation that had been forwarded to every shareholder in advance.

Audit Committee and Board of Directors' Opinion: The Audit Committee and Board of Directors has considered and resolved to propose to the shareholders' meeting to consider and approve the appointment of the previous auditor for year 2018 from KPMG Phoomchai Audit Ltd.; namely (1) Mrs. Sasithorn Pongadisak, certified public accountant registration no. 8802; or (2) Mr. Thanit Osathalert, certified public accountant registration no. 5155; or (3) Mrs. Wilai Buranakittisopon, certified public accountant registration no. 3920; or (4) Miss Chanarat Chanwa, certified public accountant registration no. 9052, to be the Company's financial auditor for year 2018, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2018, totaling Baht 1,540,000, an increase from year 2017 by 6.94 percent.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the appointment of the previous auditor from KPMG Phoomchai Audit Ltd. as the auditor of the Company for year 2018, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2018, totaling Baht 1,540,000, according to details as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of Mrs. Sasithorn Pongadisak, certified public accountant registration no. 8802; or Mr. Thanit Osathalert, certified public accountant registration no. 5155; or Mrs. Wilai Buranakittisopon, certified public accountant registration no. 3920, or Miss Chanarat Chanwa, certified public accountant registration no. 9052 of KPMG Phoomchai Audit Ltd., to be the financial auditor for year 2018, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2018, totaling Baht 1,540,000, an increase from year 2017 by 6.94 percent, as recommended by the Audit Committee, with the following number of votes.

Approved:	731,925,579	votes or	99.99	percent
Disapproved:	57,700	votes or	0.01	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	731,983,279	votes for those present at the meeting and eligible to vote.		

AGENDA 8: TO CONSIDER AND APPROVE THE REDUCTION OF REGISTERED AND PAID-UP CAPITAL BY WRITING OFF UNSOLD TREASURY SHARES ACCORDING TO SHARE REPURCHASE PROGRAM FOR FINANCIAL MANAGEMENT PURPOSE AND THE AMENDMENT TO CLAUSE 4 OF COMPANY'S MEMORANDUM OF ASSOCIATION IN CONFORMITY WITH THE REDUCTION OF REGISTERED AND PAID-UP CAPITAL

The Chairman stated that the Company had undertaken the Share Repurchase (Treasury Stock) Program, which was approved by the Board of Directors on May 23, 2016, with maximum amount of share repurchase not exceeding Baht 520,000,000 and number of share repurchase not exceeding 9.54 percent of the total paid-up shares or equivalent to 100,000,000 shares. The objective was for financial management purpose as the Company had low amount of debt with sufficient retained earnings and liquidity for the share repurchase. The total number of treasury shares in the program was 99,996,200 shares or 9.54 percent of the total paid-up capital with the cost of treasury shares valued at Baht 520,760,210.36 and the period for the resale of treasury shares was from January 1, 2017 to December 31, 2017. At the end of the resale period, there remained unsold treasury shares totaling 99,996,200 shares. With no change to the Company's financial position from previous projection, the Board of Directors therefore resolved not to sell the treasury shares.

According to the Article 12 of the Company's Articles of Association stipulates that "The Company may reduce its capital from the registered amount by decreasing the share par value or reducing the number of shares as approved by the meeting of shareholder with votes not less than three-fourth (3/4) of number of shareholders attending the meeting and having the right to vote." According to Section 140 of the Public Listed Company Act B.E. 2535 (1992) stipulates that "the meeting of shareholders may resolve to reduce its capital by cutting out the registered shares remaining unsold or not yet offered. When the resolution is passed, the company shall apply for registration of such resolution within 14 days from the date on which it was passed."

Board of Directors' Opinion: In compliance with the Company's Articles of Association, the Board of Directors' Meeting No. 309 dated January 29, 2018 has resolved to reduce the capital by writing off the treasury shares after the resale period has ended, in which the Board of Directors will propose to the 33rd Annual General Meeting of Shareholders (Year 2018) for consideration and approval of the reduction of Company's registered and paid-up capital for the amount of Baht 99,996,200 from the previous registered capital of Baht 1,047,958,000 to become a new registered capital of Baht 947,961,800, dividing into common stock of 947,961,800 shares at a par value of Baht 1.00 per share and previous paid-up capital of Baht 1,047,958,000 to become new paid-up capital of Baht 947,961,800 at a par value of Baht 1.00 per share, as well as the amendment to Clause 4 of the Company's Memorandum of Association to conform with the reduction of registered and paid-up capital, according to details as appeared within the meeting invitation that had been forwarded to every shareholder in advance, as follows.

Original Statement is as follows

Article 4	The registered capital is	1,047,958,000	Baht	(One billion forty-seven million nine hundred fifty-eight thousand Baht only)
	divided into	1,047,958,000	shares	(One billion forty-seven million nine hundred fifty-eight thousand shares)
	at a par value of	1.00	Baht	(One Baht only)
	The shares are divided into			
	Ordinary shares	1,047,958,000	Shares	(One billion forty-seven million nine hundred fifty-eight thousand shares)
	Preferred shares	-	shares	(-)

Amended Statement is as follows

Article 4	The registered capital is	947,961,800	Baht	(Nine hundred forty-seven million nine hundred sixty-one thousand eight hundred Baht only)
	divided into	947,961,800	shares	(Nine hundred forty-seven million nine hundred sixty-one thousand eight hundred shares)
	at a par value of	1.00	Baht	(One Baht only)
	The shares are divided into			
	Ordinary shares	947,961,800	Shares	(Nine hundred forty-seven million nine hundred sixty-one thousand eight hundred shares)
	Preferred shares	-	shares	(-)

During the registration of the amended Memorandum of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting is proposed to grant authorization to the Company's Board of Directors or Company's employee or authorized representative of the Company to further amend, revise, delete or cancel the language of the amendment as recommended by the registrar without restrictions.

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

Shareholder Mr. Waiwit Poonjiradejma, minority shareholder, inquired whether or not the Company would have any share repurchase program again this year and if any, at what purchase price would be set for the treasury shares.

Chairman The Chairman clarified that the Board of Directors would have to consider the matter according to the situation at the time whether or not similar situation would return where the Company's share price was much below what it should be and that the financial position had a lot of cash, then it would be possible for the share repurchase program but currently there was no such condition. Nonetheless, the policy on treasury stock program for financial management purpose could be carried out when the Company had a lot of cash remaining but not good for business operation. The Company would reconsider the matter when such time comes.

Shareholder Mr. Paisarn Wutthibunchorn, minority shareholder, expressed appreciation to the Directors and executives of the Company for excellent management of Company's accounting and finance. The shareholder himself had held shares in the Company for certain period of time and felt that the Company had managed its finance quite well, resulting in higher retained earnings, good liquidity, ability to pay debt and repurchase shares, which increased shareholders' return, including good use of cash flow for Company's best interest, which was different than some other companies that the shareholder had held shares that had accumulated a lot of cash but did not use it for the benefit of shareholders. Therefore, the shareholder would like to express thank to the Board of Directors for looking after the shareholders well overall.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the reduction of registered and paid-up capital by writing off unsold treasury shares according to share repurchase program for financial management purpose and the amendment to Clause 4 of Company's Memorandum of Association in conformity with the reduction of registered and paid-up capital, by which the resolution to this meeting agenda would require the number of votes from the shareholders' meeting at not less than three-fourth of the total number of votes attending the meeting with voting right.

Resolution: The shareholders' meeting considered and resolved to approve the reduction of Company's registered and paid-up capital by writing off unsold treasury shares according to the Share Repurchase Program for financial management purpose as approved by the Company's Board of Directors' Meeting No. 289, dated May 23, 2016 for the amount of Baht 99,996,200 from the previous registered capital of Baht 1,047,958,000 to become a new registered capital of Baht 947,961,800, dividing into ordinary shares of 947,961,800 shares at a par value of Baht 1.00 per share and previous paid-up capital of Baht 1,047,958,000 to become new paid-up capital of Baht 947,961,800 at a par value of Baht 1.00 per share by writing off the unsold registered shares of 99,996,200 shares, and the amendment to Clause 4 of the Company's Memorandum of Association to conform with the reduction of registered and paid-up capital, with the following number of votes.

Approved:	732,023,279	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	732,023,279	votes for those present at the meeting and eligible to vote.		

AGENDA 9: TO CONSIDER AND APPROVE THE ADDITION OF THE COMPANY'S OBJECTIVES AND THE AMENDMENT TO CLAUSE 3 OF THE COMPANY'S MEMORANDUM OF ASSOCIATION IN CONFORMITY WITH THE ADDITION OF COMPANY'S OBJECTIVES

The Chairman stated that the Company had intention to distribute Company's products through electronic media via the internet and conduct other matters relevant to the Company's business operation. Accordingly, the Company must **amend and increase the objectives of the Company from the original 24 clauses to 27 clauses and the Company must also amend Clause 3 of the Memorandum of Association** in order to conform to the amendment of the Company's objectives. Accordingly, the addition of the Company's objectives and the amendment of the Company's Memorandum of Association were being proposed for consideration.

Board of Directors' Opinion: The Board of Directors' Meeting No. 308 dated December 18, 2017 has considered and resolved to propose the Shareholders' Meeting to consider and approve the addition of the Company's Objectives and the amendment of the Company's Memorandum of Association to enable the Company to distribute Company's products utilizing electronic media via internet network system and undertake other relevant matters concerning with the Company's business operation as follows.

(A) The Company's Objectives are amended and added as follows:

The addition of 3 more objectives from the original 24 clauses to 27 clauses by adding Item 25, Item 26 and Item 27, according to details in the Form BorMorJor. 002 as appeared within the meeting invitation that had been forwarded to every shareholder in advance, which can be summarized as follows.

"(1) to (24) remain the same without any changes.

(25) To engage in business of distribution of all kinds of construction material products by utilizing electronic media through internet network, nonetheless not in the form of direct sales or direct marketing.

(26) Use of innovation and technology of robots and/or machinery which are beneficial to the objectives of the Company and in compliance with the laws.

(27) Use of technology and/or radio communication equipment used in the unmanned aerial vehicles controlled by external system (Drone) which are beneficial to the objectives of the Company and in compliance with the laws."

(B) Amendment to Clause 3 of the Company's Memorandum of Association from previous 24 objectives to 27 objectives as follows:

"The Company's objectives have 27 clauses according to details in the attached Form BorMorJor. 002"

During the registration of the amended Objectives and Memorandum of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting is proposed to grant authorization to the Company's Board of Directors or Company's employee or authorized representative of the Company to further amend, revise, delete or cancel the language of the amendment as recommended by the registrar without restrictions.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the addition of the Company's objectives from 24 clauses to 27 clauses and the amendment to Clause 3 of the Company's Memorandum of Association, by which the resolution to this meeting agenda would require the number of votes from the shareholders' meeting at not less than three-fourth of the total number of votes attending the meeting with voting right.

Resolution: The shareholders' meeting considered and resolved to approve the addition of the Company's Objectives from 24 clauses to 27 clauses and the amendment of the Company's Memorandum of Association to enable the Company to distribute Company's products utilizing electronic media via internet network system and undertake other relevant matters concerning with the Company's business operation, with the following number of votes.

Approved:	732,027,679	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	732,027,679	votes for those present at the meeting and eligible to vote.		

AGENDA 10: TO CONSIDER AND APPROVE THE AMENDMENT TO ARTICLE 28 AND ARTICLE 37 OF COMPANY'S ARTICLES OF ASSOCIATION IN ACCORDANCE WITH THE LAW

The Chairman stated that in order for the Company's Articles of Association to be in compliance with the law, amendment to the Company's Articles of Association has been proposed to conform and fit with the current law, having details which can be summarized as follows.

(A) Amendment to Article 28 of the Company's Articles of Association

According to the Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing dated June 27, 2014, Clause 3 states that "the conference under the provisions of law which requires that the conference be held, in addition to taking action in accordance with a procedure provided in each of statutes, the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to legally provided procedure" and according to the **Explanation of the Department of Business Development** dated September 23, 2016, in case where a public limited company wishes to conduct conference through electronic media, the provision for such electronic conferencing must be specified in the Articles of Association of public limited company. Therefore, it is necessary to amend **Article 28** of the Company's Articles of Association in order for the Company to be able to conduct conference through electronic media as follows.

Board of Directors' Opinion: The Board of Directors' Meeting No. 308 dated December 18, 2017 has considered and resolved to propose the Shareholders' Meeting to consider and approve the amendment to Article 28 of the Company's Articles of Association in order for the Company to be able to conduct conference through electronic media as follows.

Original Statement is as follows

"Article 28: In a meeting of the board of directors, the presence of not less than one-half (1/2) of the total number of directors is required to constitute a forum. In the case

where the chairman of the board is not present at the meeting or is unable to perform his duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but he is unable to perform the duty, the meeting shall elect one among them to preside over the meeting.

The decisions at the meeting shall be by a majority of votes.

Each director shall have one vote, except the director having interest in any matter who shall have no right to vote in such matter. In the case of an equality of votes, the chairman of the meeting shall give the casting vote.”

Amended Statement is as follows

“Article 28: In a meeting of the board of directors, the presence of not less than one-half (1/2) of the total number of directors is required to constitute a forum. In the case where the chairman of the board is not present at the meeting or is unable to perform his duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but he is unable to perform the duty, the meeting shall elect one among them to preside over the meeting.

The decisions at the meeting shall be by a majority of votes.

Each director shall have one vote, except the director having interest in any matter who shall have no right to vote in such matter. In the case of an equality of votes, the chairman of the meeting shall give the casting vote.

The Board of Directors’ meeting or the subcommittee meeting of the Company can be conducted through electronic media in accordance with the requirements of the laws.”

(B) Amendment to Article 37 of the Meeting of Shareholders Chapter of the Company’s Articles of Association

According to the order of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business dated April 4, 2017, by which Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has been repealed and replaced, causing Article 37 of the Company’s Articles of Association to become contrary to the order of the Head of the National Council for Peace and Order above. Therefore, amendment to the **Article 37** of Company’s Articles of Association is being proposed to comply with the new law as follows.

BOARD OF DIRECTORS’ OPINION: The Board of Directors’ Meeting No.307 dated November 27, 2017 has considered and resolved to propose to the Shareholders’ Meeting to consider and approve of the amendment to Article 37 of the Company’s Articles of Association to be in conformity with the amended law as follows.

Original Statement is as follows

“Article 37: The Board of Directors must cause an annual general meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.

The shareholders holding not less than one-fifth (1/5) in the aggregate of the total number of outstanding shares or not less than twenty-five (25) shareholders holding not less than one-tenth (1/10) in the aggregate of the total number of outstanding shares may at any time request the board of directors in writing for the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing. In such case, the board of directors must arrange the meeting of shareholders within one (1) month after having received the letter from the shareholders.”

Amended Statement in as follows

“Article 37: The Board of Directors must cause an annual general meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit.

One or more shareholders holding the aggregate number of shares of **not less than ten (10) percent of the total number of paid-up shares** may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. **In this regard, the Board of Directors shall proceed to convene the shareholders' meeting within forty-five (45) days after having received the letter from the shareholders.**"

During the registration of the amended Articles of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting is proposed to grant authorization to the Company's Board of Directors or Company's employee or authorized representative of the Company to further amend, revise, delete or cancel the language of the amendment as recommended by the registrar without restrictions.

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the shareholders' meeting was requested to consider and approve the amendment to the Article 28 and Article 37 of Company's Articles of Association in accordance with the law, by which the resolution to this meeting agenda would require the number of votes from the shareholders' meeting at not less than three-fourth of the total number of votes attending the meeting with voting right.

Resolution: The shareholders' meeting considered and resolved to approve the Amendment to Article 28 and Article 37 of Company's Articles of Association in Accordance with the Law, with the following number of votes.

Approved:	732,027,679	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	732,027,679	votes for those present at the meeting and eligible to vote.		

AGENDA 11: OTHER MATTERS

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

Shareholder Mr. Chakkrit Narmwongsa, minority shareholder, inquired about logistics management together with the utilization of infrastructure provided by the Government, such as double track railway to Khon Kaen Province, in which the Company had product distribution center located in Khon Kaen Province, whether or not the Company had any plan on this development.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified in 2 separate issues as follows: (1) the Company has factory in Khon Kaen Province manufacturing roof concrete tiles (2) the Company has factory at Kaeng Khoi District, Saraburi Province, which is located near Kaeng Khoi railway junction. Currently, the delivery of Company's products is most convenient transported by truck as products can be delivered directly to the store. If the products were transported by railway, the products could not be delivered immediately to the store and there must be loading and downloading of products onto and from the train before delivery to the store, incurring additional cost. Nonetheless, the double track railway could be beneficial for export products, which could be loaded into the containers and transported between Kaeng Khoi railway junction and Laem Chabang Port, reducing transport cost.

Shareholder Mr. Arthit Sutthi, minority shareholder, inquired about the point of view and forecast by the Company's executives on the growth of export market, as he recalled an interview from last year that the Company introduced new products, not related to concrete tiles, but were wood substituted products with high profit margin and expected to be exported to CLMV countries. What is the status on this matter?

- Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the Company had entered CLMV market several years ago and currently export proportion between roofing tile product group and siding board product group at about 50 percent each. The main countries for export products are Cambodia and Laos and other countries to increase export opportunity.
- Shareholder Mr. Paisarn Wutthibunchorn, minority shareholder, inquired about the financial statements that the Company's net profit margin was better this year, was it due to the reduction in marketing expenses or sales promotion?
- Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified in 2 separate parts. For the first part on the trade promotion, which involved having strategy with the customers and the second part concerned with advertisement media, which currently was carried out through community radio which did not cost much on the marketing expenses, to promote at least 5 percent growth and maintain gross profit margin at 25-27 percent level.
- Shareholder Mr. Paisarn Wutthibunchorn, minority shareholder, inquired about the Notes on the Financial Statements on Page 149 concerning with the investment properties as to which part of the land that was and what the Company planned to do with this land. Also, what was the reason for the decline in the land value from Baht 160 million in year 2016 to Baht 142 in year 2017?
- Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that in year 2016, the Company sold land in the Surat Thani Province with the profit of Baht 23 million, accounted as the other income, resulting in the decline in land value.
- Shareholder Mr. Paisarn Wutthibunchorn, minority shareholder, inquired whether or not the land that the Company currently owned was the land located in the Chonburi Province.
- Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the Company owned several pieces of land and the land in the Chonburi Province was the land not being used.
- Chairman The Chairman added that the land located opposite of the Company's factory in the Saraburi Province with an area of 145 rai was currently the location of the autoclaved aerated concrete manufacturing plant that only occupied small area with large space of empty land plot readily available for business expansion, should the Company find good investment projects in the future.

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 11:46 hrs.

Mr. Prakit Pradipasen
Chairman of the Meeting

Ms. Thanakarn Phanthapirat
Company Secretary
Meeting Minutes Taker