

**Diamond Building Products  
Public Company Limited**

**Invitation to the 34<sup>th</sup> Annual General  
Meeting of Shareholders (Year 2019)**

# Dream Home by DIAMOND

**Tuesday, April 23, 2019 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**

**Registration starts at 08.00 a.m. For more convenient registration process,  
kindly bring the Registration Form with barcode to the Meeting.**

Ref. DBP. 046 / 2019

April 1, 2019

Subject: Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)  
Attention: Shareholder  
Enclosed: 1) Annual Report Year 2018 (in QR Code format)  
2) Minutes of the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018)  
3) Documents for Meeting Agenda No. 1-8, 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 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) to be held on Tuesday, April 23, 2019 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: To Adopt and Approve the Minutes of the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018)**  
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: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2018**  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2018, according to details in the document attached herewith.
- Agenda 3: To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2018**  
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, 2018, according to details in the document attached herewith.
- Agenda 4: To Consider and Approve 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 the shareholders at Baht 0.36 per share, in which the interim dividend payment of Baht 0.18 per share had already been approved and paid to the shareholders on September 21, 2018, therefore leaving a remaining Baht 0.18 per share to be paid to the shareholders, according to details in the document attached herewith.
- Agenda 5: To Consider the Appointment of Directors Retired by Rotation**  
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the re-appointment of all 4 Directors retired by rotation, namely, Mr. Maitree Tawonatiwasna, Mr. Woodthikrai Soatthiyanon, Mr. Thanit Pulivekin and Mr. Chatchai Teepsuwan, as nominated and recommended by the Nomination and Remuneration Committee (NRC), according to details in the documents attached herewith.

## Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)

Diamond Building Products Public Company Limited

### Agenda 6: To Consider the Remunerations 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 2019, which is the same rate as year 2018, according to details in the document attached herewith.

### Agenda 7: To Consider the 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 of the appointment of Miss Chanarat Chanwa, certified public accountant registration no. 9052, or Miss Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Miss Sophit Prompol, certified public accountant registration no. 10042 of KPMG Phoomchai Audit Ltd., to be the Company's financial auditor for year 2019, having the yearly audit fee of Baht 1,320,000, the three quarterly reviews of Baht 50,000 for each quarter, and the preparation of the four quarterly consolidated financial statements of Baht 37,500 for each quarter, for a total of Baht 1,620,000 or an increase of 5.19 percent from year 2018, as recommended by the Audit Committee, according to details in the document attached herewith.

### Agenda 8: To Consider and Approve the Amendment of Company's Objectives and Memorandum of Association to be consistent with the laws

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the amendment of Clause 4, Clause 5 and Clause 6 of Company's Objectives and amendment of Clause 3 (Objective) of the Memorandum of Association to be consistent with the amended legal provision, according to details in the document attached herewith.

### Agenda 9: 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 during October 1, 2018 through December 31, 2018. 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 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) and rights to receive dividends on the Record Date of Wednesday, March 13, 2019.

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

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Mr. Satid Sudbuntad

Chief Executive Officer

## AGENDA 1

### TO ADOPT AND APPROVE THE MINUTES OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2018)

#### Background and Rationale

The Company convened the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018) on Tuesday, April 24, 2018 from 10:00 hrs. to 11:46 hrs. at the Pinnacle Room 4-6, 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 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018) 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 33<sup>RD</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2018) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The minutes of the 33<sup>rd</sup> 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. Prakit 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:

(1) Mr. Prakit Pradipasen	Chairman of the Board
(2) Mr. Chaikut 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. Kamolphat 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:

(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 Hirkeval, 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 33<sup>rd</sup> 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 32<sup>ND</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2017)

The Chairman proposed that the shareholders' meeting consider for approval of the minutes of the 32<sup>nd</sup> 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 32<sup>nd</sup> 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 32<sup>nd</sup> Annual General Meeting of Shareholders (Year 2017) as proposed above.

**Resolution:** The shareholders' meeting considered and resolved to approve the minutes of the 32<sup>nd</sup> 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 as 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 2<sup>nd</sup> 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 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.

## Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)

Diamond Building Products Public Company Limited

**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 33<sup>rd</sup> 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 Kijamrej**, 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 Kijamrej. 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 Kijamrej**. 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. Chaiyut 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. Chaiyut 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 Louharanoo** 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 Louharanoo**, 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. Chaiyut Srivikorn, the Chairman of the NRC Committee, was assigned to mention the rules in considering the Director's remuneration in this meeting agenda.

Mr. Chaiyut 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 Maneeratchatchai, 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.

## Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)

Diamond Building Products Public Company Limited

**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 Buranakittisophon, 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 33<sup>rd</sup> 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.



## Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)

Diamond Building Products Public Company Limited

### 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

## **AGENDA 2**

### **TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2018**

#### **Background and Rationale**

The Report of the Board of Directors on the Operating Results of Year 2018 including other information and reports of the Company during 2018 have been reported in the Annual Report Year 2018 (in QR Code format) on page 6 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 2018 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

### TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2018

#### Background and Rationale

Miss. Chanarat Chanwa, certified public accountant registration no. 9052 of KPMG Phoomchai Audit Ltd, has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2018, which have been reported in the Annual Report Year 2018 (in QR Code format) on pages 139 to 211 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 2018, 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 2018 (in QR Code format) on page 57.

#### Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2018 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, 2018 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

### TO CONSIDER AND APPROVE THE APPROPRIATION OF EARNINGS

#### 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 of the separate financial statements 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. 322 (2/2019) dated February 26, 2019 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 0.36 per share or equal to 81.82 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)	2018	2017	2016
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	948	1,048	1,048
Number of Treasury Shares as at end of year (million shares)	-( <sup>1</sup> )	100 <sup>(1)</sup>	100 <sup>(1)</sup>
Net Profit per Share (calculated based on weighted average of ordinary shares)	0.44	0.43	0.39
Dividend per Share (Baht per Share)	0.36	0.36	0.30
<b>Dividend Payout Ratio %</b>	<b>81.82%</b>	<b>83.72%</b>	<b>76.92%</b>
Retained Earnings (Loss) from Previous Year	359.59	292.53	726.36
<b>Add</b> Net Profit (Loss) for the year	412.55	408.32	392.28
<b>Add</b> Actuarial gains (losses)	-	-	(26.21) <sup>(2)</sup>
Income tax relating to components of other comprehensive income	-	-	5.24 <sup>(2)</sup>
Comprehensive Profit (Loss) for the year	412.55	408.32	371.31
<b>Less</b> Legal Reserve	-	-	-
Treasury Shares Reserve (Reversal)	(520.76)	-	520.76
Impact from authorized capital reduction for treasury stock	420.78	-	-
Payment of Interim Dividend 1/20xx	170.63	170.63	142.19
Payment of Dividend 2/20xx	170.63 <sup>(3)</sup>	170.63	142.19
<b>Unappropriated Retained Earnings (Loss) Carried Forward</b>	<b>530.86</b>	<b>359.59</b>	<b>292.53</b>

- (1) The Company has the Share Repurchase (Treasury Stock) Program for financial management purposes 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 equal to 100,000,000 shares. As at December 31, 2017, the Company had repurchased 99,996,200 ordinary shares for Baht 519,980,240 at Baht 5.20 per share. Such repurchase shares have a 6-month period for the resale of shares from the share repurchase date but not later than 3 years. The Company has set the date for the resale of shares within December 31, 2017. Since such treasury stock had not been sold by the Company, the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018) approved the reduction of authorized and paid-up capital by writing off all of the treasury stock, which had not been sold, by which the Company has registered its authorized capital reduction with the Ministry of Commerce on May 18, 2018.
- (2) 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, 2016.
- (3) As can be seen from the Table above, for Year 2018, the projected dividend payment No. 2/2018 was calculated from the issued and paid-up ordinary shares deducted by the number of treasury stock remaining as of the end of year 2018, however the actual number of shares with rights to receive the dividend will be calculated from the issued and paid-up ordinary shares deducted by the number of treasury stock remaining as at the Record Date of March 13, 2019.

#### **Dividend Payout As Compared to Net Profit Year 2018**

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2018 at Baht 0.36 per share or 81.82 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. 1/2018 on September 21, 2018 at Baht 0.18 per share. Therefore, there remains a dividend of Baht 0.18 per share for the dividend payment no. 2/2018, which is expected to be paid on May 17, 2019. 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 13, 2019. Accordingly, the eligibility for the dividend payment no. 2/2018 must be approved at the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) 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 20 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

### TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

#### 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 B.E. 2535 (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 2019 is considered the 15th 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. Woodthikrai Soatthiyanon (3) Mr. Thanit Pulivekin and (4) Mr. Chatchai Teepsuwan.

#### 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 NRC during the Meeting No. 1/2019 held on January 10, 2019. 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. Woodthikrai Soatthiyanon (3) Mr. Thanit Pulivekin and (4) Mr. Chatchai Teepsuwan. 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 are as follows.
  - (4.1) **Mr. Maitree Tawonatiwasna**, currently the Director, Management Committee Member, Production Technology and Innovation Committee Member and Deputy Chief Executive Officer Production and Engineering, has performed his duties well under the positions during the past years. He has supervised the management of various projects, including continuous development and improvement of various production systems to be more efficient and effective. He has also overseen the investments in manufacturing plant expansion projects, successfully achieving targets in commercial operation date and production capacity. In 2018, the Company approved the installation projects including RID ROBOPACK and Solar Rooftop and several other projects, which are under project feasibility study, and the Company still requires his knowledge and expertise in order to manage such projects, having long period of experience in engineering and production, which are deemed beneficial for Company's business operation in the future.
  - (4.2) **Mr. Woodthikrai Soatthiyanon**, currently the Independent Director and Corporate Governance Committee Member, has performed his duties well under the positions during the past years. He has been independent and direct in his opinions, having knowledge, capability, expertise and experience in legal provision and regulations concerning with good corporate governance principles, offering advice on compliance with the laws and regulations, which are deemed beneficial for Company's business operation in the future.

- (4.3) **Mr. Thanit Pulivekin**, currently the Independent Director, Corporate Governance Committee Chairman and Audit Committee Member, has performed his duties well under the positions during the past years. He has been independent and direct in his opinions, having knowledge, capability, experience and expertise in various aspects, particularly in engineering, quality and environment, having knowledge in legal provision and regulations concerning with good corporate governance, including being advisor, offering advice on prevention and anti-corruption matter of the Company, resulting in the Company having received the recertification of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) for three more years from year 2018 until 2021, which are deemed beneficial for Company's business operation in the future.
- (4.4) **Mr. Chatchai Teepsuwan**, is currently the Director and NRC Member, has performed his duties well under the positions during these past years, having knowledge, capability, experience and expertise in various aspects, particularly in finance, banking, investment and property development, as well as personnel recruitment, manpower management and remunerations of directors, executives and employees of the Company, offering advice to the Company for effective management of such matters, which are deemed beneficial to the Company's business operation in the future.

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, 2018 to December 31, 2018. 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. 321 (1/2019) held on January 28, 2019, 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. Woodthikrai Soatthiyanon: | Proposed for re-appointment as the Independent Director |
| (3) Mr. Thanit Pulivekin:         | Proposed for re-appointment as the Independent Director |
| (4) Mr. Chatchai Teepsuwan:       | Proposed for re-appointment as the Director             |

#### 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, Management Committee Member,  
Deputy Chief Executive Officer

**Current Position(S) in the Board:** Director

**Nationality:** Thai

**Age:** 72 years



### **Education:**

- Bachelor of Industrial Electrical Technology, King Mongkut's Institute of technology North Bangkok
- Master of Business Administration, NIDA

**Expertise:** Business Management and Engineering

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

(1) Director Accreditation Program Class 89/2011 (DAP 89/2011)

### **Work Experience:**

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

- 2004-present Director, Management Committee Member and Deputy Chief Executive Officer  
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) at 1 companies as follows:

- 2013-present Director, Diamond Materials Co., Ltd.  
(Subsidiary company of Diamond Building Products Plc.)

(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 Co., Ltd.

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

**Shareholding in the Company as of December 31, 2018:** 3,000,000 shares or 0.32%

**Period of Directorship with the Company:** 7 years

**Meeting Attendance Record:** (1) Board of Directors' Meeting in 2018: Attended all 12 meetings

(2) Management Committees' Meeting in 2018: Attended 48 out of 49 meetings

**Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board:** Yes

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** None

## CURRICULUM VITAE OF MR. WOODTHIKRAI SOATTHIYANON

**Position in the Company:** Independent Director and  
Corporate Governance Committee Member

**Current Position(S) in the Board:** Independent Director

**Position as the Independent Director:** Started from January 12, 2011, totaling 7 years

**Nationality:** Thai

**Age:** 65 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

**Expertise:** Legal

### 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 and Corporate Governance Committee Member, Diamond Building Products 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: None

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

**Shareholding in the Company as of December 31, 2018:** None

**Period of Directorship with the Company:** 7 years

**Meeting Attendance Record:** (1) Board of Directors' Meeting in 2018: Attended all 12 meetings  
(2) Corporate Governance Committees' Meeting in 2018: Attended all 8 meetings

**Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board:** Yes

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** 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).

## CURRICULUM VITAE OF MR. THANIT PULIVEKIN

**Position in the Company:** Independent Director,  
Audit Committee Member and  
Corporate Governance Committee Chairman

**Current Position(S) in the Board:** Independent Director

**Position as the Independent Director:** Started from April 24, 2013, totaling 5 years

**Nationality:** Thai

**Age:** 68 years



### Education:

- B.SC (Chemical Engineering), Chulalongkorn University

**Expertise:** Engineering

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

- (1) Director Accreditation Program (DAP 105/2013)
- (2) Audit Committee Program (ACP 44/2013)

### Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
  - 2013-present Independent Director, Audit Committee Member and Corporate Governance Committee Chairman, Diamond Building Products Plc.
- (2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 1 companies as follows:
  - 2018-present Chairman, Phaholyothin Place Juristic Person
- (3) Work Experience during the Past 5 Years:
  - 2014-2017 Director and Manager, Phaholyothin Place Juristic Person
  - 2011-2018 Director, Pattaya Grand Village Co., Ltd.

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

**Shareholding in the Company as of December 31, 2018:** None

**Period of Directorship with the Company:** 5 years

**Meeting Attendance Record:** (1) Board of Directors' Meeting in 2018: Attended all 12 meetings  
(2) Audit Committees' Meeting in 2018: Attended all 6 meetings  
(3) Corporate Governance Committees' Meeting in 2018: Attended 7 out of 8 meetings

**Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board:** Yes

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** 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).

## CURRICULUM VITAE OF MR. CHATCHAI TEEPSUWAN

**Position in the Company:** Director and NRC Member  
**Current Position(S) in the Board:** Director  
**Nationality:** Thai  
**Age:** 50 years



### Education:

- MBA, Graduate Institute of Business Administration (SASIN)
- BA, Boston University, Boston, Mass. USA

**Expertise:** Business Management

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

- (1) Director Certification Program (DCP 220/2016)

### Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed companies as follows:
- 2016-present Director and NRC Member, Diamond Building Products Plc.
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 3 companies as follows:
- 2015-present Director, Myriad Materials Co.,Ltd.
  - 2012-present Managing Director, Pattaya Grand Village Co., Ltd
  - 2005-present Director, Phahol 8 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, 2018:** None

**Period of Directorship with the Company:** 3 years

**Meeting Attendance Record:** (1) Board of Directors' Meeting in 2018: Attended 11 out of 12 meetings  
 (2) NRCs' Meeting in 2018: Attended 2 out of 4 meetings

**Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board:** Yes

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** None



## 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.

(I) 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 (I), 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 SEC, the Stock Exchange of Thailand and laws related to the Company's business.

## **AGENDA 6**

### **TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS**

#### **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 per person. 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 the past year 2018, the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018) resolved to approve the annual bonus for the Directors at Baht 300,000 for the Chairman of the Board of Directors and Baht 250,000 for each of the Directors.

(2) The other three Sub-Committees 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 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).

(2.3) The Corporate Governance Committee, comprising of three members, receives fixed monthly remuneration with 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 per person. The above remuneration rates have been used since April 2018 after the approval by the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018).

(3) The Company does not provide any other remuneration or offer any other privileges to the Directors other than what mentioned in (1) and (2) above.

The remunerations paid to each of the Directors during year 2018 and scope of duties and responsibilities of each Committee have been disclosed in the Annual Report Year 2018 (in QR Code format) on page 82, under the section titled “Remunerations for Directors, Executives and Employees” 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. 321 (1/2019) dated January 28, 2019 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 2018. Therefore, the Board of Directors' opinion is to propose to the Shareholders' Meeting to consider approving the Directors' remunerations for year 2019 at the same rate as year 2018, which can be summarized as follows:

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

(1.1) Fixed monthly remuneration shall be kept the same as before with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month per person.

(1.2) The annual bonus for the Directors shall remain the same at Baht 300,000 for the Chairman of the Board of Directors and Baht 250,000 for each of the Directors, as the operating results have been achieved as planned.

(2) Monthly remunerations for the two Sub-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 NRC Committee, 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.

(2.3) The Corporate Governance Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before with 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 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 2019.

In comparison of information with the remunerations of directors of listed companies of which survey was conducted by the Thai Institute of Directors (IOD) in year 2018 on 264 listed companies, the Company's remunerations of directors are compared and 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	69,738	3,333	690,000	33,966	3,333	250,000
Building & Construction Materials Sector	77,381	20,000	320,000	40,660	10,000	180,000
<b>Diamond Building Products Public Co., Ltd.</b>	<b>80,000</b>			<b>50,000</b>		

#### (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	33,333	5,000	300,000	23,817	3,333	200,000
Building & Construction Materials Sector	31,367	5,000	70,000	22,438	5,000	50,000
<b>Diamond Building Products Public Co., Ltd.</b>	<b>30,000</b>			<b>20,000</b>		

(3) The NRC 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	34,960	4,167	300,000	20,978	2,500	100,000
Building & Construction Materials Sector	16,100	5,000	30,000	7,500	5,000	10,000
<b>Diamond Building Products Public Co., Ltd.</b>	<b>20,000</b>			<b>10,000</b>		

(4) The Corporate Governance 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	56,021	8,333	300,000	32,003	5,000	100,000
Building & Construction Materials Sector	8,333	8,333	8,333	6,667	6,667	6,667
<b>Diamond Building Products Public Co., Ltd.</b>	<b>20,000</b>			<b>10,000</b>		

(5) Annual Remunerations or Bonuses for the Directors

Description (Unit: Baht per person per year)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	966,710	20,000	7,200,000	665,678	35,200	4,800,000
Building & Construction Materials Sector	960,227	130,000	7,200,000	609,907	56,000	4,800,000
<b>Diamond Building Products Public Co., Ltd.</b>	<b>300,000</b>			<b>250,000</b>		

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

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

#### 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.

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.

#### 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. 321 (1/2019) dated January 28, 2019, the Board of Directors approved to propose to the Shareholders' Meeting to consider appointing Miss Chanarat Chanwa, certified public accountant registration no. 9052, or Miss Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Miss Sophit Prompol, certified public accountant registration no. 10042 of KPMG Phoomchai Audit Ltd., to be the Company's financial auditor for year 2019, having the audit fee for year 2019 totaling Baht 1,620,000 or an increase from year 2019 of Baht 80,000 or 5.19 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. The Shareholders' Meeting has appointed the auditor from KPMG Phoomchai Audit Ltd. having the number of years performing the audit work for the Company as follows.

(2.1) Miss Chanarat Chanwa (has been the auditor signing the Company's financial statements since 2018 totaling 1 year)

(2.2) Miss Thanyalux Kaedkeaw (never been the auditor signing the Company's financial statements)

(2.3) Miss Sophit Prompol (never been the auditor signing the Company's financial statements)

(3) The comparison of audit fees between the new auditor for year 2019 and previous auditor for year 2018 are as follows

Description (Unit : Baht)	Year 2019	Year 2018	Increase (Decrease)	
			Amount	%
<b>Company's Audit Fee</b>				
- Yearly Audit Fee	1,320,000	1,140,000	180,000	15.79%
- Quarterly Reviewed Financial Statement (3 quarters)	150,000	150,000	-	-
- Quarterly Consolidated Financial Statements Preparation (4 quarters)	150,000	250,000	(100,000)	(40.00%)
<b>Total</b>	<b>1,620,000</b>	<b>1,540,000</b>	<b>80,000</b>	<b>5.19%</b>

(4) Diamond Materials Co., Ltd. is the subsidiary company of the Company also uses audit services from KPMG Phoomchai Audit Ltd. Comparison of the audit fee for year 2019 and 2018 is as follows.

Description (Unit : Baht)	Year 2019	Year 2018	Increase (Decrease)	
			Amount	%
<b>Subsidiary Company's Audit Fee</b>				
- Yearly Audit Fee	350,000	340,000	10,000	2.94%
- Quarterly Reviewed Financial Statement (3 quarters)	60,000	60,000	-	-
<b>Total</b>	<b>410,000</b>	<b>400,000</b>	<b>10,000</b>	<b>2.50%</b>

(5) During the past year 2018, the Company and the subsidiary company only used audit services without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.

(6) 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 the auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission.

(7) Accordingly, the Audit Committee has proposed its opinions to the Board of Directors to obtain approval from the Shareholders' Meeting for the appointment of an auditor from KPMG Phoomchai Audit Ltd. according to the following name list, whoever, to be the Company's auditor for year 2019, namely Miss Chanarat Chanwa, certified public accountant registration no. 9052, or Miss Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Miss Sophit Prompol, certified public accountant registration no. 10042, and approval of the yearly audit fee, quarterly reviews fee and preparation of quarterly consolidated financial statements for year 2019 for a total of Baht 1,620,000, which is an increase of 5.19 percent from year 2018.

#### 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 8

### TO CONSIDER AND APPROVE THE AMENDMENT OF COMPANY'S OBJECTIVES AND MEMORANDUM OF ASSOCIATION TO BE CONSISTENT WITH THE LAWS

#### Background and Rationale

According to the Announcement of the Ministry of Industry Re: Determination of the types and mineral condition that must be requested to import into the Kingdom or the continental shelf area or export the mineral outside the Kingdom or the continental shelf area, which has been in effect since January 31, 2018, having details which can be summarized as follows.

(1) The following types and mineral condition must be requested to import into the Kingdom or the continental shelf.

- (A) Tin ore
- (B) Tin alloy (with composition of tin ore from 99.85 percent and higher)
- (C) Chrysotile asbestos
- (D) Cinnabar mineral

(2) Person who wishes to import such minerals above into the Kingdom or the continental shelf area must submit application for a license to import mineral into the Kingdom or the continental shelf area to the local mineral industrial official, having product release port of the Customs Department, according to the form established by the Director-General of the Department of Primary Industries and Mines, including documents as specified within the application. The person submitting the application must submit the application along with the required documents to the the local mineral industrial official in advance not less than three days in order for the official to timely inspect the documents and prepare for the issuance of the license. The license according to this Announcement shall have the validity period of no more than thirty days from the approval date.

The Company has complied with such Announcement and was informed by the Official that the business objectives in the Company's Certificate did not clearly specify about the import of asbestos. Therefore, the Official informed the Company to amend the objectives and allowed the Company to use the objectives in the Company's Certificate until May 2019. Accordingly, the Company needs to amend Clause 4, Clause 5 and Clause 6 of the Company's Objectives and amendment of Clause 3 (Objectives) of the Memorandum of Association to be consistent with the amended laws.

#### Board of Directors' Opinion

The Board of Directors' Meeting No. 322 (2/2019) dated February 26, 2019 has resolved to propose to the General Meeting of Shareholders to consider and approve of the amendment of Clause 4, Clause 5 and Clause 6 of the Company's Objectives and amendment of Clause 3 (Objectives) of the Memorandum of Association to be consistent with the amended laws as follows.

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

The amendment of Clause 4, Clause 5 and Clause 6 of the Company's Objectives, having details as shown in the attached Form BoMoJor. 002, can be summarized as follows.

“(1) to (3): Remain the same with any changes.

(4) To procure, manufacture, purchase, sell, exchange or manage trade by any other means of raw materials, materials or every type of mineral ores used in or related to manufacturing and distribution of products of the company in the country and overseas.

(5) To import from overseas into the Kingdom for own use and/or export overseas of finished products, semi-finished products, raw materials, materials or every type of mineral ores related to business operation of the company.

(6) To explore, study, analyse, research, extract and/or use any other means in order to obtain information of every type of mineral ores, raw materials or any materials used in or related to manufacturing and distribution of products of the company in the country or overseas.

(7) to (27): Remain the same with any changes.”

## **Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)**

**Diamond Building Products Public Company Limited**

### **(B) Clause No. 3 of the Company's Memorandum of Association is amended as follows:**

“The Company's objectives have 27 clauses according to details in the attached Form BoMoJor. 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 General Meeting of Shareholders above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the General Meeting of Shareholders shall then be 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.

### **Voting Procedure**

According to the Article 42(2) of the Company's Articles of Association, 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.

## Supporting Documents and Information for Meeting Agenda 8

Form BorMorJor. 002

Page 1 of 3 Page(s)

Application Supporting Document No.     

**MEMORANDUM OF ASSOCIATION  
OF  
DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED**  
**Business objectives of the Company consist of the following 27 clauses**

(1) To engage in business concerning industrial activities of all types of tiles and pipes, including tools and components related to tiles and pipes and asbestos cement products for use in construction and public utilities, as well as selling of goods and accepting the hire of work in accordance with all the aforementioned products.

(2) To procure, manufacture, purchase and sale of products made by combining asbestos or other fibers with cement or by combining with other mineral ores or which made by other purposes as finished products, including tools or components of the aforesaid products for use in construction or public utilities.

(3) To explore and provide asbestos, fibers, materials or other mineral ores for industrial and commercial purposes related to the products of the Company.

(4) To procure, manufacture, purchase, sell, exchange or manage trade by any other means of raw materials, materials or every type of mineral ores used in or related to manufacturing and distribution of products of the company in the country and overseas.

(5) To import from overseas into the Kingdom for own use and/or export overseas of finished products, semi-finished products, raw materials, materials or every type of mineral ores related to business operation of the company.

(6) To explore, study, analyse, research, extract and/or use any other means in order to obtain information of every type of mineral ores, raw materials or any materials used in or related to manufacturing and distribution of products of the company in the country or overseas.

(7) To buy and sell products, by-products from any industrial operations, or other goods, materials or items, as well as ordering goods, materials for personal use or for distribution in the country and to export overseas, except for commercial transactions in immovable properties with the purpose of profit.

(8) To engage in land and water transportation both domestic and overseas.

(9) To engage in construction of buildings, architecture, civil engineering work and other kinds of constructions.

(10) To buy and sell, exchange, rent, lease, hire-purchase, grant hire purchase, borrow, lend, mortgage, pledge, accept pledge of properties or goods, accept the provision of a guarantee or provide a guarantee for any person's liabilities in the interest of the business of the company, to accept mortgage of property as a guarantee, to sell products on installment or credit or as a guarantee of employee's employment.

(11) To have possessive rights in movable and immovable properties, including land, both in and outside the country in order to engage in the business operation of the company.

**MEMORANDUM OF ASSOCIATION  
OF  
DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED**  
**Business objectives of the Company consist of the following 27 clauses**

(12) To invest in any industrial, agricultural and commercial businesses by invest in all parts or particular parts or by participate as joint venture or shareholder in such business which has been set up as a juristic person for the purpose of purchasing or acquiring by other means of business, rights and responsibilities of limited company, partnership or any individuals, in all parts or particular parts, for convenience, appropriateness or other benefits of the company in order to continue the business or to dissolve and liquidate any aforementioned businesses.

(13) To operate as agent, broker or commission agent in all types of trade and business both domestic and overseas, excluding business of insurance, soliciting members for any associations and trade in securities.

(14) To establish branch, broker, representative or sub-agent both domestic and overseas.

(15) To request permission to explore and engage in all kind of mining activities, to operate business related to trading, dressing and smelting all types of minerals.

(16) To obtain the right of concession, copyright, patent, trademark and any other rights which is beneficial for the company.

(17) To engage in business of manufacturing all kinds of building materials, sanitary ware and components of sanitary ware, metal processing or converting products, products made of plastic, rubber, mineral ore, wood, metal or metal coating, one or the other or varied, ceramic products and all kinds of glazed wares, all kinds of earthenware and other similar goods or materials or by-products of such business, including trading and accepting of any works related to the aforementioned items.

(18) To engage in business of manufacturing of gypsum board, all kinds of gypsum products, decorations and household appliances, various types of plasters, metal frame, paper pulp, paper and/or other products made of refractory materials, plastic, rubber, paper, mineral ore, chemical supply, wood, metal or non-metal, one or the other or varied, including other similar goods or materials and components of aforementioned products, all or by-products of such business, as well as to procure, purchase, sale, exchange or by any other means and to accept the hire of work according to the aforementioned products or materials.

(19) To issue, transfer and endorse bills of exchange or other negotiable instruments.

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED**  
**Business objectives of the Company consist of the following 27 clauses**

(20) To procure, import, export, hire, accept the hire of work, produce and distribute of machinery products, parts and/or spare parts of machinery and mechanical devices related to tiles and pipes industry and other industries, as well as render consulting service, management service, arrange seminars on business and industrial management, inspection service on industrial standards, production standards; machinery, mechanical devices, spare parts and industrial parts standards.

(21) To request for a temporary release of directors, employees or workers who have been prosecuted for criminal offenses relating to the performance of their duties for the Company.

(22) The company is entitled to issue shares at a higher or lower price than the par value, which will be subject to the relevant laws.

(23) To issue securities in the form of shares, debentures, warrants representing the right to purchase all types of securities, notes, securities or all other types of instruments as permitted or as prescribed or to be prescribed by Public Limited Companies Act, Securities and Exchange Act or any other laws, for offering to shareholders, general public or any persons.

(24) The company has the purpose of offering shares to the public.

(25) To engage in business of distribution of all kinds of construction material products by utilizing electronic media through internet network and in compliance with the laws.

(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.

## **RULES AND GUIDELINES OF ATTENDANCE, GRANT OF PROXIES FOR ATTENDANCE AND VOTES AT THE MEETING**

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

<b>Group of Meeting Attendants</b>	<b>Documents and Evidence</b>
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 Copy of 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 Copy of Identification Card, Driver's License or Passport of the Proxy

#### **ATTENDANCE IN PERSON**

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

(2) If a shareholder is not a Thai citizen, the shareholder must present a valid foreign identification card, passport or passport substitute for authentication before attending the meeting.

#### **ATTENDANCE BY PROXY**

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

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

(3) The following is required for the grant of proxy:

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

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

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

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

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

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

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

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

- Mr. Sakda Maneeratchatchai: 9/50 Moobansupalai Suwanpoom, Ladkabang Road, Ladkabang, Bangkok 10540
- Mr. Anun Louharano: 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 34<sup>th</sup> General Annual Meeting of Shareholders (year 2019), 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, Tambon Talingchan, Amphur Muang, Saraburi 18000 within Monday, April 22, 2019. Nonetheless, the Company reserves the right to consider only the proxy forms sent to the Company at above address before 15:00 hours of Monday, April 22, 2019.

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.

**Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)**

Diamond Building Products Public Company Limited



**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) 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 .....

only one of above as my/our proxy to attend and vote in the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) to be held on April 23, 2019 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 .....

only one of above as my/our proxy to attend and vote in the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) to be held on April 23, 2019 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: To Adopt and Approve the Minutes of the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018)

(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: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2018

(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: To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2018

(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

**Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)**

**Diamond Building Products Public Company Limited**

- Agenda No. 4: To Consider and Approve 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: To Consider the Remunerations 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: To Consider the 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: To Consider and Approve the Amendment of Company's Objectives and Memorandum  
of Association to be consistent with the laws  
 (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. 9: 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: To Consider the 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. Woodthikrai Soatthiyanon**  
 Approve                       Disapprove                       Abstain  
Director's Name: **Mr. Thanit Pulivekin**  
 Approve                       Disapprove                       Abstain  
Director's Name: **Mr. Chatchai Teepsuwan**  
 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 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) to be held on April 23, 2019 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) I/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

(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 .....

only one of above as my/our proxy to attend and vote in the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) to be held on April 23, 2019 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: To Adopt and Approve the Minutes of the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018)

(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: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2018

(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:

**Invitation to the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)**

**Diamond Building Products Public Company Limited**

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

Agenda No. 3: To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2018

(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: To Consider and Approve 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: To Consider the Remunerations 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: To Consider the 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: To Consider and Approve the Amendment of Company's Objectives and Memorandum of Association to be consistent with the laws

(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. 9: 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: To Consider the 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. Woodthikrai Soatthiyanon**

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

Director's Name: **Mr. Thanit Pulivekin**

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

Director's Name: **Mr. Chatchai Teepsuwan**

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 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) to be held on April 23, 2019 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 DIRECTOR (In case of Shareholder granting Proxy to the Independent Director)

**Name - Surname:** MR. SAKDA MANEERATCHACHAI  
**Position:** Independent Director and Audit Committee Chairman  
**Nationality:** Thai  
**Age:** 74 years  
**Address:** 9/50 Moobansupalai Suwanpoom, Ladkabang Road, Ladkabang,  
Bangkok 10520



### Education:

- Bachelor of Electrical Engineering, FEATI University, Philippines

**Expertise:** Engineering

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

- (1) Director Accreditation Program (DAP 32/2005)
- (2) Audit Committee Program (ACP 4/2005)
- (3) R-ACF-Audit Committee Forum (R-ACF 1/2016)

### Work Experience:

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

- 2009-present Independent Director and Audit Committee Chairman,  
Diamond Building Products 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: None

### Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2018 : 4,099,600 shares or 0.43%
- (3) Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.

**CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR**  
(In case of Shareholder granting Proxy to the Independent Director)

**Name - Surname:** MR. ANUN LOUHARANOO  
**Position:** Independent Director, Audit Committee Member and NRC Member  
**Nationality:** Thai  
**Age:** 65 years  
**Address:** 95/81 Soi Rarnkumhang 92, Saparnsoong, Bangkok 10240  
**Education:**

- Bachelor of Accounting, Thammasat University
- Bachelor of Laws, Thammasat University



**Expertise:** Accounting and Legal

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

- (1) Director Accreditation Program (DAP 1/2003)
- (2) Director Certification Program (DCP 29/2003) & (RE.DCP 2/2006)
- (3) Audit Committee Program (ACP 2/2004)
- (4) Improving the Quality of Financial Reporting (QFR 2/2006)
- (5) Monitoring the System of Internal Control and Risk Management (MIR 1/2007)
- (6) Monitoring the Internal Audit (MIA 1/2007)
- (7) Corporate Governance Workshop Board Performance Evaluation 2007
- (8) Role of the Compensation Committee (RCC 7/2008)
- (9) R-ACF-Audit Committee Forum (R-ACF 1/2016)

**Work Experience:**

- (1) Currently holding Directorship and Executive positions in 3 listed companies as follows:
  - 2005-present Independent Director, Audit Committee Member and NRC Member, Diamond Building Products Plc.
  - 1985-present Director and Financial Adviser, Lanna Resources Plc.
  - 2003-present Director, Thai Agro Energy Plc.  
(Previous named as Thai Agro Energy Co., Ltd.)
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 4 companies as follows:
  - 2016-present Director, Lanna Power Generation Co., Ltd.
  - 2008-present Director, PT. Singlurus Pratama
  - 2006-present Commissioner, PT. Lanna Mining Services
  - 1998-present Director, PT. Lanna Harita Indonesia
- (3) Work Experience during the Past 5 Years:
  - 2012-2018 Independent Director and Audit Committee Chairman, TCM Corporation Plc.  
(Previous named Thailand Carpet Manufacturing Plc.)
  - 2004-2015 Director, PT. Citra Harita Mineral (dissolved)

**Other Information:**

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2018 : 2,350,000 shares or 0.25%
- (3) Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.

## REQUEST FOR THE HARD COPY OF THE ANNUAL REPORT 2018

If the shareholder wishes to receive a hard copy of the Annual Report 2018, please kindly provide the name and address below for the delivery of the Annual Report 2018.



Please provide the name and address for the delivery:

Name and Surname: : .....

Address : .....

.....

.....

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.....

By sending via facsimile to the Company at Fax. No. 0 3622 4187 or by mail to the Company's address below.

“Accounting and Finance Division  
 Diamond Building Products Public Co., Ltd.  
 69-70 Moo 1, Mitraphap Road, Km. 115,  
 Tambon Talingchan, Amphur Muang, Saraburi 18000 ”

The Company shall send the hard copy of the Annual Report 2018 to the shareholder at the earliest convenience.

## SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 34<sup>th</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2019)

Shareholders can submit their inquiries relating the agenda in the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019) 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 4187 by (Using the attached Form)

- (3) Period opened for submission of inquiries
 

Shareholders can submit their inquiries relating the agenda for the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019), from March 22, 2019 until April 12, 2019.

Accordingly, the Shareholder may submit the inquiry from March 22, 2019 through April 12, 2019. The Company will consider answering inquiries submitted at the time of the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019), through E-mail, facsimile, or any other communication channels as deemed appropriate.



**FORM OF INQUIRIES**

**FOR THE AGENDA OF THE 34<sup>th</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2019)**

**(1.) Shareholder's Information**

Name : .....

Address : .....

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

E-mail Address : .....

**(2.) Inquiries on the agenda in the 34<sup>th</sup> Annual General Meeting of Shareholders (Year 2019)**

Agenda 1 : To Adopt and Approve the Minutes of the 33<sup>rd</sup> Annual General Meeting of Shareholders (Year 2018)

Inquiries : .....

Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2018

Inquiries : .....

Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2018

Inquiries : .....

Agenda 4 : To Consider and Approve the Appropriation of Earnings

Inquiries : .....



Agenda 5 : To Consider the Appointment of Directors Retired by Rotation

Inquiries : .....  
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Agenda 6 : To Consider the Remunerations of the Directors

Inquiries : .....  
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Agenda 7 : To Consider the Appointment of the Auditor and Determination of Audit Fee

Inquiries : .....  
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Agenda 8 : To Consider and Approve the Amendment of Company's Objectives and Memorandum of Association to be consistent with the laws

Inquiries : .....  
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Agenda 9 : Other Matters (if any)

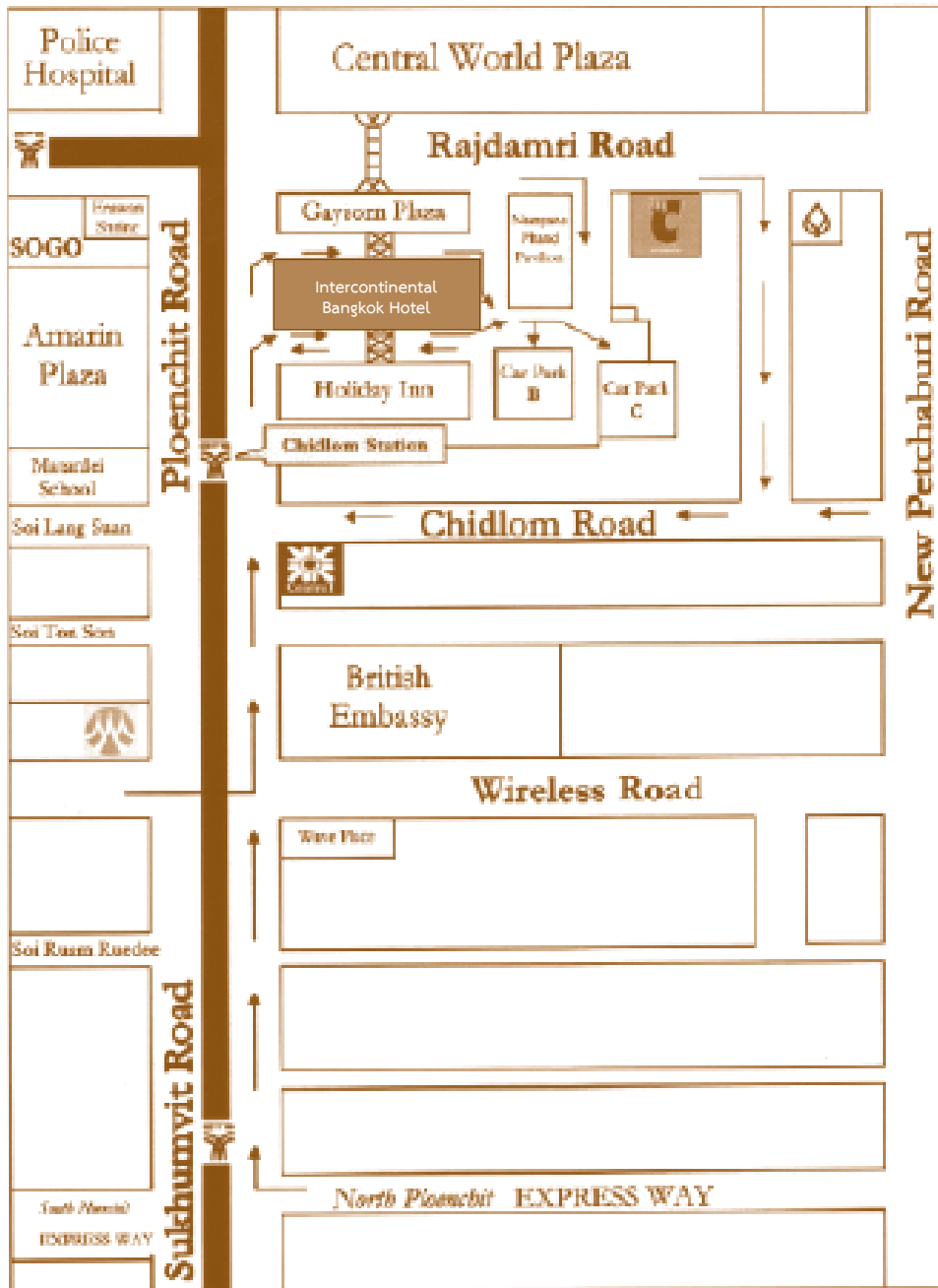
Inquiries : .....  
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# INTERCONTINENTAL<sup>®</sup>

## BANGKOK



### Intercontinental Hotel Bangkok

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

(Formerly Royal Meridian Hotel and Meridian President Hotel)

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

# Diamond Building Products Public Company Limited

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69-70 Moo 1, Mitraphap Road, Km. 115,  
Tambon Talingchan, Amphur Muang, Saraburi 18000  
Tel : +66 3622 4171-8 Fax : +66 3622 4187

Branch Office 1 :

408/163-165 Phaholyothin Place Bldg., 40<sup>th</sup> Floor,  
Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400  
Tel : +662 619 0742 Fax : +662 619 0488

Branch Office 2 :

269 Moo 3, Tambon Samran, Amphur Muang,  
Khon Kean 40000  
Tel : +66 4339 3390-1

Branch Office 3 :

169-170 Moo 4, Mitraphap Road,  
Tambon Tan Diao, Amphur Kaengkhoi,  
Saraburi 18110  
Tel : +66 3622 4171-8 Ext. 401-420



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[Corpcenter@dbp.co.th](mailto:Corpcenter@dbp.co.th)

