

Invitation to the 35th Annual General Meeting of Shareholders (Year 2020)

Diamond Building Products Public Company Limited

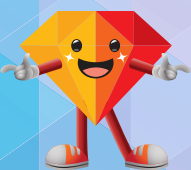


Friday, April 24, 2020 at 10.00 hours

at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel,
971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok

Registration starts at 08.00 hours

For more convenient registration process,
kindly bring the Registration Form with barcode to the Meeting.



The Company reserves the right to start the meeting registration for the shareholders from 8.00 hrs. and to immediately stop the registration after the Meeting has completed the last meeting agenda which requires meeting resolution only.

Guidelines for the shareholders attending the meeting, in regard to the outbreak of the Novel Coronavirus 2019 (COVID-19)

According to the outbreak of the new Coronavirus 2019 (COVID-19), the Company is concerned with such situation and deems it a responsibility to the society and the public. Accordingly, please be informed of the following guidelines;

1. Shareholders in the high-risk group; for instance, having recently travelled to any high-risk countries or suffering any respiratory symptoms, are advised to grant proxy to Company's independent director to attend the Meeting by sending the form to the Company Secretary Office according to the Company's address.
2. The Company will set up screening points with apparatus, in front of the meeting room. In case that the shareholder or proxy is found to have health risk, such as having body temperature higher than 37.5 degree Celsius, as well as person with sneezing and coughing or other suspicious symptoms that fall within symptoms of COVID-19, the Company reserves the right to strictly deny meeting attendance and such person may grant proxy to Company's independent director to attend the Meeting on behalf of the shareholder.
3. In the case of meeting attendants not showing such symptoms or indications, the Company shall request permission to put on an identification mark before attending the meeting.
4. For those shareholders who are unable to attend the 35th Annual General Meeting of Shareholders (Year 2020) by themselves, the Company shall disseminate the Meeting live via Facebook Page: **DiamondBrandOfficial** on the above-mentioned date starting from 10.00 hrs. onward.

For your acknowledgment and kindly request that the shareholders strictly cooperate with such guidelines above.

Ref. DBP. 032 / 2020

April 1, 2020

Subject: Invitation to the 35th Annual General Meeting of Shareholders (Year 2020)

Attention: Shareholder

Enclosed: 1. Annual Report Year 2019 (in QR Code format)
 2. Minutes of the 34th Annual General Meeting of Shareholders (Year 2019)
 3. Documents for Meeting Agenda No. 1-7, considered as part of this meeting invitation.
 4. Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, including Proxy Form A, B and C.

The Company's Board of Directors has resolved to call on the 35th Annual General Meeting of Shareholders (Year 2020) to be held on Friday, April 24, 2020 at 10:00 hours, at the Pinnacle Room 4-6, 4th 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 34th Annual General Meeting of Shareholders (Year 2019)

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 2019

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2019, 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, 2019

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, 2019, 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 0.40 per share, in which the interim dividend payment of Baht 0.20 per share had already been approved and paid to the shareholders on September 20, 2019, therefore leaving a remaining Baht 0.20 per share to be paid to the shareholders, according to details in the document attached herewith.

Agenda 5: 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 for the re-appointment of 4 Directors retired by rotation for another term of office, namely, Mr. Prakit Pradipasen, Mr. Sakda Maneeratchatchai, Mr. Warayu Pradipasen and Mr. Kamolaphat Teepsuwan, as considered and approved by the Nomination and Remuneration Committee (NRC Committee), according to details in the documents attached herewith.

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 2020, according to details in the document attached herewith, which can be summarized as follows:

1. Fixed monthly remunerations shall remain the same for the Board of Directors and every sub-committee.
2. The annual bonus for the Directors shall be increased as the Company's operating results were better than the established target, with the Chairman of the Board of Directors receiving Baht 350,000 and each of the 11 Directors receiving Baht 300,000.

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 Ms. Chanarat Chanwa, certified public accountant registration no. 9052, or Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Ms. Sophit Prompol, certified public accountant registration no. 10042 of KPMG Phoomchai Audit Ltd., to be the Company's financial auditor for year 2020, having the yearly audit fee of Baht 1,420,000, 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 1,720,000 or an increase of 6.17 percent from year 2019, as considered and approved by the Audit Committee, according to details in the document attached herewith.

Agenda 8: Other Matters (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders during October 1, 2019 through December 31, 2019. 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 35th Annual General Meeting of Shareholders (Year 2020) and rights to receive dividends on the Record Date of Tuesday, March 10, 2020.

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

By the Mandate of the Board of Directors

On behalf of Diamond Building Products Public Company Limited



Mr. Satid Sudbuntad

Chief Executive Officer

AGENDA 1

TO ADOPT AND APPROVE THE MINUTES OF THE 34TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2019)

Background and Rationale

The Company convened the 34th Annual General Meeting of Shareholders (Year 2019) on Tuesday, April 23, 2019 from 10:00 hrs. to 11:15 hrs. at the Pinnacle Room 4-6, 4th 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) 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 34th Annual General Meeting of Shareholders (Year 2019) 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 34TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2019) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The minutes of the 34th Annual General Meeting of Shareholders (Year 2019) of Diamond Building Products Public Co., Ltd., which was held on Tuesday, April 23, 2019 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 175 shareholders attending in person holding 57,501,820 shares and 66 shareholders granting proxies to attend the Meeting holding 674,194,033 shares, for a total of 241 persons with aggregate number of 731,695,853 shares or 77.19 percent of the all the issued shares and with voting right, which constituted a meeting quorum according to the Company's regulation. The following 11 directors attended this meeting (the Company's Board of Directors comprises of 12 directors) or 91.67 percent of the total number of Directors of the Company.

Directors Attending the Meeting are as follows:

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

Director Absent from the Meeting is as follows:

1. Mr. Chaiyut Srivikorn Director and Nomination and Remuneration Committee Chairman due to important obligation overseas.

Executive Attending the Meeting comprising of the following 4 persons:

1. Ms. Thanakarn Phanthapirat Management Committee Member, Assistant Chief Executive Officer Accounting & Finance and Company Secretary
2. Mr. Krit Kullertprasert Accounting and Finance Division Manager
3. Mr. Sunthorn Suwannajade Production and Engineering Senior Department Manager
4. Ms. Peachayanant Lorvoralak Sales and Marketing Senior Department Manager

Representatives from KPMG Phoomchai Audit Ltd. comprising of the following 2 persons:

1. Ms. Chanarat Chanwa, certified public accountant no. 9052
2. Mr. Pranai Chompukul, certified public accountant no. 12667

Representative from the Thai Investors Association: Mr. Porjade Sakulcharoenpornchai

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 QR Code format 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 1, 2018 until December 31, 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 34th Annual General Meeting of Shareholders (Year 2019) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from April 1, 2019 until April 19, 2019, 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, 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 as follows.

- **Agenda No. 6 on the consideration for the remunerations 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 No. 8 on the consideration of amendment of the Company's Objectives and Memorandum of Association** where resolution must be approved at the shareholders' meeting with no less than **three-fourth (3/4)** of all the votes of shareholders attending the meeting with voting right according to the Article 42(2) of the Company's Articles of Association.

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.

6. This year, according to the Notification of the Department of Business Development regarding the submission of annual report and list of shareholders in electronic format by the public limited company, therefore, the Thailand Securities Depository Co., Ltd. (TSD), Company's securities registrar, has developed a delivery system for shareholders' meeting documents in the form of QR Code by having every shareholder to download information and supporting documents for the shareholders' meeting via the smartphone system, making it more convenient in accessing the information and the Company has prepared to provide such supporting documents for the shareholders attending the meeting in person or by proxy in front of the meeting room.

Nonetheless, this undertaking according to the announcement of the Department of Business Development is being conducted for the first year, which might inconvenience the shareholders in certain matters such as downloading of the proxy forms, etc., by which the Company shall improve on these matters accordingly.

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 33RD ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2018)

The Chairman proposed that the shareholders' meeting consider for approval of the minutes of the 33rd Annual General Meeting of Shareholders (Year 2018), which was held on Tuesday, April 24, 2018. 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 33rd Annual General Meeting of Shareholders (Year 2018).

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 33rd Annual General Meeting of Shareholders (Year 2018) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 33rd Annual General Meeting of Shareholders (Year 2018) held on April 24, 2018 as proposed above, with the following number of votes:

Approved:	732,220,656	votes	or	100.00	percent
Disapproved:	500	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	732,221,156	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 2018

The Chairman stated that for the operating results of year 2018, Mr. Satid Sudbuntad, Chief Executive Officer, along with Ms. Peachayanant Lorvoralak, Sales and Marketing Senior Department Manager, and Mr. Sunthorn Suwannajade, Production and Engineering Senior Department Manager, were assigned this year to report on the operating results and other relevant information during year 2018, which could be summarized as follows.

- 1. Operating Results of Year 2018:** The Company's total revenue was Baht 4,401 million, an increase from the previous year of 5.52% and the net profit was Baht 423 million or an increase from the previous year of 2.73%, with 91% of revenue from sales of products comprising of roofing product group, board and ceiling product group, siding board product group and special product group such as ready-made trusses, heat insulators, etc., and 9% of revenue from services, namely, roof stripping and installation services and transport services, etc.
- 2. Production Rate of Year 2018:** The Company had production capacity of 1.1 million tons per year, with over 90% of the production capacity at Saraburi Province and another 10 percent at Chiang Mai and Khon Kaen Province.
- 3. Distribution Channels during Year 2018:** The Company had four distribution channels including 55% from sale through agents, 16% from large retail stores or modern trade, 12% from sale through housing projects and 17% from export sales.

4. New Product Development during Year 2018:



- 4.1 Roofing Product Group, namely concrete tile (CT Venice) using pattern from Italy and Jatulon Tiles with development of new colors including volcanic rock coated steel roof called “DECRA”, which is imported from New Zealand, and is beautiful, light and strong.
- 4.2 Siding Board Product Group such as wood grain texture lap siding board, staircase decorative wood, smooth corner laths, decorative floor and eaves, etc.
- 4.3 Board Product Group with development of products that have quick construction time such as ready-built counters which can be used in various applications, popular among housing projects, etc.

5. Roadmap and Work Plan for Year 2019:

- 5.1 The Company has established growth target at 5% by using “**Complete Set of Beauty, Entirely Filled with Diamond Brand**” strategy.
- 5.2 Focus on expansion of marketing channels in every way in both domestic and overseas via online application and media.
- 5.3 Focus on creation of “**Production Innovation**” in order to improve efficiency, labor reduction and production cost reduction.
- 5.4 Focus on fostering Diamond People to be innovative in creating new products including roofing, siding board and board product groups, for better differences.
- 5.5 Focus on reduction of financial obligation and increase of liquidity for sufficient cash flow to continue with business operation.

6. Other Areas of Management are as follows:

6.1 Corporate Governance: The Company received awards of pride in year 2018 as follows:

1. The Company received “**Sustainable Stock**” or “**Thailand Sustainability Investment Award (THSI)**” Year 2018 for two consecutive years from the Stock Exchange of Thailand and Money & Banking Magazine. The award was given to the listed companies with sustainable business operation that consider the environment, society and governance (ESG).
2. The Company received the five-star award () from the Corporate Governance Report of Thai Listed Companies Year 2018, having received a score of 90% and was placed in the “Excellent” group and the Top Quartile level in the group of companies with market capitalization of Baht 3,000 to 9,999 million.
3. The Company received a five-star award () in the Annual General Meeting (AGM) Quality Assessment of Listed Companies Year 2018 from the Thai Investors Association (TIA), in which the Company received a full score of 100 points and was placed in the “Excellent” group.
4. The Company received the “**Innovative Organization**” award for year 2018 from the participation in the innovation capability promotion program for businesses hosted by the National Innovation Agency (NIA) and the Stock Exchange of Thailand. As a result, the Company received the “**Innovative Organization**” award year 2018 on October 5, 2018,

having received the right to send employees to receive training in innovative development and can propose projects to receive funding from TIA. This year, the Production Technology and Innovation Committee (PTI Committee) has proposed several innovation projects such as packaging system using robot (RID ROBOPACK) to increase accuracy, speed and resolve labor shortage problem and Solar Roof Top Project to reduce energy cost, etc.

6.2 **Anti-Corruption Program:** The Company received re-certification as the member of the “**Private Sector Collective Action Coalition Against Corruption**” (CAC) on August 21, 2018, which is valid for three years from the certified date. The Company shall also invite trading partners to participate in the project.

6.3 **Corporate Social Responsibility (CSR) Activities:** The Company organized CSR activities within the communities surrounding the Company. The Company shall also invite trading partners to participate in the activities.

7. **Digital Marketing:** Ms. Peachayanant Lorvorlak, Sales and Marketing Senior Department Manager, reported on the marketing work via digital media as follows:

7.1 **Website : www.dbp.co.th** is currently available in six languages including Thai, Chinese, English, Cambodian, Burmese and Vietnamese, in order to support expansion to overseas market, especially ASEAN group of countries, via the following media.

- Facebook channels in several countries such as:
Thailand Facebook: DIAMONDBrandOfficial
Cambodia Facebook: www.facebook.com/DIAMONDBrandCambodia
Myanmar Facebook: www.facebook.com/DIAMONDBrandMyanmar
- YouTube channel: DIAMONDBrandOfficial for dissemination of knowledge and correct product installation methods for technicians, contractors and agents to avoid problem with incorrect product installation.
- Instagram & Line@ channel for dissemination of photos of sample products and their usage, etc.

7.2 **Development of Mobile Application:** Diamond Brand with main objective for calculation of the amount of required products, cost estimation and direction for route to nearby stores, including announcement of news and activities of the Company.

8. **Utilization of Robot in Production Process:** Mr. Sunthorn Suwannajade, Production and Engineering Senior Department Manager, reported on the utilization of robot in the packaging process (RID ROBOPACK) which is a heavy duty point as the products have a lot of weight that need to be move quickly along with the operation of the machine, resulting in a shortage of labor. The results are being extended for development in other parts of production process to improve work efficiency, having the following objectives:

- Solution to labor shortage problem in heavy duty characteristic with risk of having accident.
- Reduction of time for training new employees, reduction of production opportunity loss, especially during sale season period.

- Supporting production capacity expansion plan with continuity and stability.
- Video clip showing the operation of robot.

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

Shareholder Mr. Paisarn Wuttibunchorn, minority shareholder, made a statement and inquiry, complementing on the development of the Company that had vision on development of substituting products such as siding board, board and special products to compensate for the main revenue, namely, roofing tiles, by which market had been saturated, resulting in the increase in total revenue. Nonetheless, the cost and expenses were still higher than the revenue; therefore, the Company should try to control such expenses and have vision on development of Robot to replace workers with shortage situation and minimum wage increase in the future. Moreover, the Company should have vision on utilization of mobile application to assist in marketing communication to provide knowledge and information on the products and services of the Company and also the Company should establish KPI on the increase of compensation with each group of customers and what the depreciation period is for the Robot.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the depreciation period for the Robot was about 10-15 years. As for the increase in production cost during past year, the cost of main raw material such as paper pulp had increased significantly and the Company had tried to improve its production process in order to reduce production cost in several steps. As for the development of digital media or mobile application to increase direct communication channel with the consumers to provide knowledge and information on Company's products and services and provide direction to nearby stores. Moreover, workshops were organized between the Company and the executives of Thai Watsadu, which resulted in (1) the customers learned about the sale of Company's products and (2) reduction of damages from incorrect installation procedure.

Chairman The Chairman clarified further that for the past year, competition was still very fierce but the Company was still able to increase the sale volume. However, the reason for profit margin being less than the sale volume was due to the significant increase in cost of important raw materials including cement and paper pulp. Nonetheless, the Company was able to maintain its profit margin, having efforts in improving the production efficiency in order to reduce production cost. The production rate for the past year averaged at about 90% of production capacity. As for this year, it was expected that over 90% of production capacity would be utilized with over 100% of production utilized in the previous month. Therefore, the Company must increase its fiber cement production capacity by adding another production line to maintain production volume, sufficient for the sale and increase competitive advantage for the following years. Accordingly, the shareholders need not to worry.

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 2018 as presented above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2018 as presented above.

AGENDA 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2018

The Chairman proposed that the shareholders' meeting consider the balance sheets and statements of income for the year ended December 31, 2018 which had been audited by the certified auditor, KPMG Phoomchai Audit Ltd., and published in the Annual Report 2018 including the analysis on the financial status and operating results of the Company for year 2018, 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 57 of the Annual Report 2018.

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2018 ended December 31, 2018 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. Paisarn Wuttibunchorn, minority shareholder, inquired about the labor protection law which recently came into effect, which increased severance pay from 300 to 400 days, whether or not the Company had made provision for such increase and how much this would impact the Company.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the Company had already made provision for such matter and would recognize the impact in the 2nd quarter 2019.

Shareholder Mr. Paisarn Wuttibunchorn, minority shareholder, inquired regarding investment plan for the next 1-3 years. As reported earlier that there would be an additional production line, whether or not this would be a new robot.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified concerning with the robot, that the Company would continue to undertake this project, by which the investment made already was in the RID ROBOPACK that helped with the packaging process, requiring not much capital investment. As for the expansion of fiber cement production with additional production line as mentioned earlier, the Company would use cash flow remaining from operation. It was expected that the installation would be completed and production would commence within the 4th quarter 2020.

Shareholder Mr. Paisarn Wuttibunchorn, minority shareholder, inquired whether or not the Company would have another share repurchase program.

Chairman The Chairman clarified that the Company still had no policy on the share repurchase program. 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 balance sheets and statements of income for the year ended December 31, 2018 as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2018 as presented above with the following number of votes:

Approved:	732,523,020	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 732,971,320 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 81.82 percent of the net profit per share. Accordingly, 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 to the shareholders, which is expected to be paid on May 17, 2019 to the eligible shareholders having their names appear on the share register book on the Record Date of March 13, 2019 and must be approved at the 34th Annual General Meeting of Shareholders (Year 2019). 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. Supoj Auechailertkul, minority shareholder, inquired whether or not the Robot project would be entitled for investment promotion from the Board of Investment (BOI) as it would also have impact on the dividend payment.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the Company did not received investment promotion from BOI.

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 appropriation of earnings and dividend payment for the operating results ended December 31, 2018 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, 2018, as presented above with the following number of votes:

Approved: 732,976,620 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 732,976,620 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. Maitree Tawonatiwasna (2) Mr. Woodthikrai Soatthiyanon (3) Mr. Thanit Pulivekin and (4) Mr. Chatchai Teepsuwan.

The Chairman stated that the Company has established criteria for nomination of directors through the Nomination and Remuneration Committee (NRC Committee); however, Mr. Chaivut Srivikorn, NRC Committee Chairman, had requested for leave from this meeting due to important obligation overseas. Therefore, the Chairman wished to mention about the criteria for nomination of directors to replace those directors retired by rotation. Accordingly, the NRC Committee had considered the qualifications in various aspects including past performance, having resolved to propose the following four individuals for the directorship positions replacing the directors whom were 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, 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. Maitree Tawonatiwasna, currently the Director, Production Technology and Innovation Committee Member, Management 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 Committee 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.

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. Maitree Tawonatiwasna**, 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. Maitree Tawonatiwasna**, 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:	730,599,826	votes	or	99.67	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	2,400,000	votes	or	0.33	percent
Voided Ballots:	-	votes	or	0.00	percent

Of the total 732,999,826 votes for those present at the meeting and eligible to vote.

- The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Woodthikrai Soatthiyanon**, 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. Woodthikrai Soatthiyanon**, the **Independent 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:	732,999,826	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 732,999,826 votes for those present at the meeting and eligible to vote.

- The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Thanit Pulivekin**, 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. Thanit Pulivekin**, the **Independent 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:	733,002,226	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 733,002,226 votes for those present at the meeting and eligible to vote.

4. The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Chatchai Teepsuwan**, 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. Chatchai Teepsuwan**, 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: 733,010,426 votes or 100.00 percent

Disapproved: 2,000 votes or 0.00 percent

Abstained: - votes or 0.00 percent

Voided Ballots: - votes or 0.00 percent

Of the total 733,012,426 votes for those present at the meeting and eligible to vote.

AGENDA 6: TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

The Chairman stated that due to the fact that the consideration of remunerations of the directors must go through the NRC Committee; however, Mr. Chaiyut Srivikorn, NRC Committee Chairman, had requested for leave from this meeting due to important obligation overseas. Therefore, the Chairman wished to mention about the criteria for consideration of the remunerations of the directors in this meeting agenda.

The Chairman 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 2019, which was equivalent to year 2018, 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 The annual bonus for the Directors has been kept the same since the Company's operating results in year 2018 were achieved as planned. Accordingly, the annual bonus for the Directors is paid as follows; the Chairman of the Board receiving Baht 300,000 and the Directors receiving Baht 250,000 each.
2. The sub-committees receive fixed monthly remuneration by which in the past, the Company has paid remunerations to 3 sub-committees 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 3 members receives a fixed monthly remunerations which are to be kept the same as follows; the Chairman of the Corporate Governance Committee receiving Baht 20,000 per month and the other 2 Corporate Governance Committee Members receiving Baht 10,000 per month each.

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 remunerations of the Directors for year 2019 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 2019, as presented above with the following number of votes:

Approved:	697,168,726	votes	or	95.10	percent
Disapproved:	2,000	votes	or	0.00	percent
Abstained:	35,917,200	votes	or	4.90	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	733,087,926	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 2019 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 2019 from KPMG Phoomchai Audit Ltd.; namely (1) Ms. Chanarat Chanwa, certified public accountant registration no. 9052; or (2) Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179; or (3) Ms. Sophit Prompol, certified public accountant registration no. 10042, to be the Company's financial auditor for year 2019, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2019, totaling Baht 1,620,000, an increase from year 2018 by 5.19 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 2019, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2019, totaling Baht 1,620,000, according to details as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of Ms. Chanarat Chanwa, certified public accountant registration no. 9052; or Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179; or Ms. Sophit Prompol, certified public accountant registration no. 10042 of KPMG Phoomchai Audit Ltd., to be the financial auditor for year 2019, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2019, totaling Baht 1,620,000, an increase from year 2018 by 5.19 percent, as recommended by the Audit Committee, with the following number of votes.

Approved: 733,085,926 votes or 100.00 percent

Disapproved: 2,000 votes or 0.00 percent

Abstained: - votes or 0.00 percent

Voided Ballots: - votes or 0.00 percent

Of the total 733,087,926 votes for those present at the meeting and eligible to vote.

AGENDA 8: TO CONSIDER AND APPROVE THE AMENDMENT OF COMPANY'S OBJECTIVES AND MEMORANDUM OF ASSOCIATION TO BE CONSISTENT WITH THE LAWS

The Chairman stated that the 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 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 has considered and resolved to propose to the shareholders' meeting for consideration and approval 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 can be summarized as follows.

"1. to 3.: Remain the same without 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 and overseas.

"7. to 27.: Remain the same without any changes."

(B) Amendment to Clause No. 3 of the Company's Memorandum of Association.

"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 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.

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 of the Company's Objectives and Memorandum of Association to be consistent with the law. The resolution for this agenda must be approved at shareholders' meeting with no less than three-fourth (3/4) of all the votes of shareholders attending the meeting with voting right.

Resolution: The shareholders' meeting considered and resolved to approve the amendment of the Company's Objectives and Memorandum of Association to be consistent with the law as presented above with the following number of votes:

Approved: 733,085,926 votes or 100.00 percent

Disapproved: 2,000 votes or 0.00 percent

Abstained: - votes or 0.00 percent

Voided Ballots: - votes or 0.00 percent

Of the total 733,087,926 votes for those present at the meeting and eligible to vote.

AGENDA 9: OTHER MATTERS

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

Shareholder Mr. Waiyawit Poonjiradejma, minority shareholder, inquired that Company's current products could be built into a whole house and wished to know whether or not the Company would be interested in manufacturing a ready-built house which could be installed within 1-3 days.

Director Mr. Satid Sudbuntad, Chief Executive Officer, clarified that Company's current slogan is "**Complete Set of Beauty, Entirely Filled with Diamond Brand**" with focus on trading with the trading partners first. In the past year, the Company produced ready-built trusses which are sold together with roofing tiles as a package. If certain trading partners wished to build and sell knock down houses, it would be their choice, in which the Company would provide support and study the information further.

Chairman The Chairman clarified further that the Directors had always discussed on such matter and currently there was the government policy on "One-Million-Unit Housing" project, which the Government Savings Bank would offer low-income people a low-interest loan to purchase a house no more than one million baht. This policy should bring good result for the housing and construction materials industries, which is beneficial for the Company.

Chairman 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 11:15 hrs.



Mr. Prakrit 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 2019

Background and Rationale

The Report of the Board of Directors on the Operating Results of Year 2019 including other information and reports of the Company during 2019 have been reported in the Annual Report Year 2019 (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) 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 2019 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, 2019

Background and Rationale

Ms. 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, 2019, which have been reported in the Annual Report Year 2019 (in QR Code format) on pages 169 to 217 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 2019, which have been disseminated on the Company’s website (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 2019 (in QR Code format) on page 77.

Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2019 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, 2019 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. 334 (2/2020) dated February 24, 2020 has considered the appropriation of earnings and approved to propose to the Shareholders’ Meeting for approval of the appropriation of earnings for payment of dividend to shareholders at Baht 0.40 per share or equal to 67.80 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)	2019	2018	2017
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	948	948	1,048
Number of Treasury Shares as at end of year (million shares)	- ⁽¹⁾	- ⁽¹⁾	100 ⁽¹⁾
Net Profit per Share (calculated based on weighted average of ordinary shares)	0.59	0.44	0.43
Dividend per Share (Baht per Share)	0.40	0.36	0.36
Dividend Payout Ratio %	67.80%	81.82%	83.72%
Retained Earnings (Loss) from Previous Year	530.86	359.59	292.53
Add Net Profit (Loss) for the year	556.65	412.55	408.32
Add Actuarial gains (losses)	(35.25) ⁽²⁾	-	-
Income tax relating to components of other comprehensive income	7.05 ⁽²⁾	-	-
Comprehensive Profit (Loss) for the year	528.46	412.55	408.32
less Legal Reserve	-	-	-
Treasury Shares Reserve (Reversal)	-	(520.76)	-
Impact from authorized capital reduction for treasury stock	-	420.78	-
Payment of Interim Dividend 1/20xx	189.59	170.63	170.63
Payment of Dividend 2/20xx	189.59 ⁽³⁾	170.63	170.63
Unappropriated Retained Earnings (Loss) Carried Forward	680.14	530.86	359.59

- ⁽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 33rd 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, 2019.
- ⁽³⁾ As can be seen from the Table above, for Year 2019, the projected dividend payment No. 2/2019 was calculated from the issued and paid-up ordinary shares deducted by the number of treasury stock remaining as of the end of year 2019, 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 10, 2020.

Dividend Payout As Compared to Net Profit Year 2019

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2019 at Baht 0.40 per share or 67.80 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. 1/2019 on September 20, 2019 at Baht 0.20 per share. Therefore, there remains a dividend of Baht 0.20 per share for the dividend payment no. 2/2019, which is expected to be paid on May 15, 2020. 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 10, 2020. Accordingly, the eligibility for the dividend payment no. 2/2019 must be approved at the 35th Annual General Meeting of Shareholders (Year 2020) 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 2020 is considered the 16th 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. Prakrit Pradipasen (2) Mr. Sakda Maneeratchatchai (3) Mr. Warayu Pradipasen and (4) Mr. Kamolaphat 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 Committee during the Meeting No. 1/2020 held on January 7, 2020. The NRC Committee has established a selection process for considering 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. Prakrit Pradipasen (2) Mr. Sakda Maneeratchatchai (3) Mr. Warayu Pradipasen and (4) Mr. Kamolaphat 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. Prakrit Pradipasen**, currently the Chairman, has performed his duties well as the Chairman of the Board, having convened the Board of Directors' Meeting every month to monitor the performance of the Company in sales, production, finance and business development, closely monitoring and inquiring into important matters, as well as giving good recommendations in problem solving and human resources development. As a result, the Company has received the "Innovative Organization Year 2018" Award from the National Innovation Agency (NIA) and entitled to trainings for employees on innovative capacities. The production process has also been developed to be modern, using robots to replace personnel at hard work and accident prone or risky locations to increase work efficiency. Accordingly, the Company has the best operating results as compared with the previous years.
 - 4.2 **Mr. Sakda Maneeratchatchai** was previously the Director of the Company and therefore possesses good knowledge and understanding of the Company's business. He is currently the Independent Director and Audit Committee Chairman, has performed his duties well as the Director and Audit

Committee Chairman, having keen interest in every aspect of the work, especially in the production and engineering process and engineering, as well as concisely establishing internal audit system that can audit every process, having independent opinions and giving recommendations which are beneficial to the Company's business, etc.

Accordingly, Mr.Sakda Maneeratchatchai has been in the position of Independent Director since April 17, 2009 (totaling 10 years in the position) and in the position of Audit Committee Chairman since year 2013 (totaling 6 years in the position).

4.3 Mr. Warayu Pradipasen, currently the Director, has been appointed by the Board of Directors' Meeting No. 282 dated November 4, 2015, having knowledge, capability, experience and expertise in transport and logistics system. During the past years, he has performed his duties well as the Director, having keen interest in every aspect of the work, especially in transport system, logistics system, production and engineering process of the Company, as well as various social media developed by the Company to facilitate communication with Company's customers, having interest and giving recommendations which are beneficial to the Company's business, etc.

4.4 Mr. Kamolaphat Teepsuwan, currently the Director, has been appointed by the Board of Directors' Meeting No. 309 dated January 29, 2018, having knowledge, capability, experience and expertise in finance and banking, engineering management, product design, sales and marketing domestically and internationally, as well as knowledgeable in property development. During the past years, he has performed his duties well as the Director, having keen interest in every aspect of the work, especially in product design and property development, giving recommendations which are beneficial to the Company's business, etc.

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) from October 1, 2019 to December 31, 2019. 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. 333 (1/2020) held on January 27, 2020, having carefully considered through selection process of the NRC Committee, according to its directors nomination policy, has considered that the proposed directors have qualifications suitable for Company's business; therefore resolved to propose to the Shareholders' Meeting to consider and approve of the appointments of the four Directors as follows.

- | | | |
|----|----------------------------|---|
| 1. | Mr. Prakit Pradipasen | Proposed for re-appointment as the Director |
| 2. | Mr. Sakda Maneeratchatchai | Proposed for re-appointment as the Independent Director |
| 3. | Mr. Warayu Pradipasen | Proposed for re-appointment as the Director |
| 4. | Mr. Kamolaphat Teepsuwan | Proposed for re-appointment as the Director |

In addition, the NRC Committee Meeting and Board of Directors' Meeting have considered and resolved to propose Mr. Sakda Maneeratchatchai, current Independent Director, to be reappointed as the Independent Director for another term of office, as Mr. Sakda Maneeratchatchai, has complete qualifications in accordance with the Public Limited Company Act B.E. 2535 (1992), having knowledge and comprehension in the business of the Company and experience in company audit, being able to provide recommendations which are beneficial for the Company, as well as having independent opinions according to relevant rules and regulations.

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. PRAKIT PRADIPASEN

Nationality: Thai / Age 77 years

Position in the Company: Chairman

Current Position(S) in the Board: Director

Education:

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



Expertise: Business Management, Finance and Banking

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

1. Director Accreditation Program (DAP 1/2003)
2. Role of Chairman Program (RCP 15/2007)

Work Experience:

1. Currently holding Directorship and Executive positions in 5 listed companies as follows:
 - 2019 - present Independent Director and Audit Committee Chairman, Toray Textiles (Thailand) Plc.
 - 2003 - present Chairman, Diamond Building Products Plc.
 - 2000 - present Independent Director and Audit Committee Member, Susco Plc.
 - 2000 - present Chairman and Independent Director, Asian Marine Service Plc.
 - 2000 - present Independent Director and Audit Committee Chairman, Hardthip Plc.
2. Currently holding Directorship / Executive positions in other businesses (not the listed company in 1. above) at 2 companies as follows:
 - 2019 - present Director, Pattaya Grand Village Co., Ltd
 - 2002 - present Director, Myriad Materials Co., Ltd.
3. Work Experience during the Past 5 Years:
 - 2000 - 2019 Chairman, Anghong SugarTerminal
 - 2000 - 2018 Independent Director, Audit Committee Chairman and Nomination and Remuneration Committee Member, Supalai Plc.
 - 2000 - 2018 Chairman, Independent Director and Nominating and Corporate Governance Chairman, Erawan Group Plc.
 - 2000 - 2016 Independent Director and Audit Committee Chairman, Thai Carbon Black Plc.

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

Shareholding in the Company as of December 31, 2019: 15,049,500 shares or 1.59%

Period of Directorship with the Company: 16 years

Meeting Attendance Record: Board of Directors' Meeting in 2019: Attended all 12 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: 1 person as follows;

- Mr. Warayu Pradipasen, currently the Director and Corporate Governance Committee Member

CURRICULUM VITAE OF**MR. SAKDA MANERATCHATCHAI**

Nationality: Thai / Age 75 years

Position in the Company: Independent Director
and Audit Committee Chairman

Current Position(S) in the Board: Independent Director

Position as the Independent Director: Started from April 17, 2009,
totaling 10 years

**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

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

Shareholding in the Company as of December 31, 2019: 4,099,000 shares or 0.43%

Period of Directorship with the Company: 10 years

Meeting Attendance Record: 1. Board of Directors' Meeting in 2019: Attended 11 out of 12 meetings
2. Audit Committees' Meeting in 2019: Attended all 6 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. WARAYU PRADIPASEN**

Nationality: Thai / Age 42 years

Position in the Company: Director and Corporate Governance Committee Member

Current Position(S) in the Board: Director

Education:

- Diploma, 12TH Grade Wilbraham & Monson Academy, Massachusetts, USA
- Bachelor of Science, Civil Engineering Rensselaer Polytechnic Institute, New York, USA
- Master of Science, Business Administration (Logistics and Transportation) University of Maryland at College Park, Maryland, USA.



Expertise: Business Management, logistics system and transport system

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

1. Director Accreditation Program (DAP 126/2016)

Work Experience:

1. Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2015 - present Director and Corporate Governance Committee Member, Diamond Building Products Plc.
2. Currently holding Directorship and Executive positions in other business (not the listed companies in 1. above) at 1 company as follows:
 - 2019 - present Head of Rail & Marine Transport Group, Office of the Permanent Secretary, Ministry of Transport
3. Work Experience during the Past 5 Years:
 - 2018 - 2019 Manager, Aviation Industry Promotion Department, The Civil Aviation Authority of Thailand
 - 2016 - 2018 Head of Rail Transport Group, Office of the Permanent Secretary, Ministry of Transport
 - 2015 - 2016 Head of Infrastructure Development Group, Office of the Permanent Secretary, Ministry of Transport

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

Shareholding in the Company as of December 31, 2019: 150,000 shares or 0.02%

Period of Directorship with the Company: 4 years

Meeting Attendance Record: 1. Board of Directors' Meeting in 2019: Attended 11 out of 12 meetings
2. Corporate Governance Committees' Meeting in 2019: Attended all 5 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: 1 person as follows;

- Mr. Prakit Pradipasen, currently the Chairman

CURRICULUM VITAE OF**MR. KAMOLAPHAT TEPSUWAN**

Nationality: Thai / Age 52 years

Position in the Company: Director

Current Position(S) in the Board: Director

Education:

- Worcester Polytechnic Institute Management Engineering, USA
- Master of Business Administration (MBA), Boston University, USA

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

1. Finance for Non-Finance Director (FN) 2015
2. Director Accreditation Program (DAP 155/2018)

Work Experience:

1. Currently holding Directorship and Executive positions in 1 listed companies as follows:
 - 2018 - present Director, Diamond Building Products Plc.
2. Currently holding Directorship and Executive positions in other businesses (non-listed companies as 1. above) of 5 companies as follows:
 - 2018 - present Director, Myriad Materials Co.,Ltd.
 - 2016 - Present Director, Wisdom Enterprise Co.,Ltd.
 - 2016 - Present Director, Royal Porcelain Plc.
 - 2014 - present Director, Pattaya Grand Village Co.,Ltd.
 - 2007 - 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, 2019:** None**Period of Directorship with the Company:** 2 years**Meeting Attendance Record:** Board of Directors' Meeting in 2019: Attended 10 out of 12 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 27th 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 2019, the 34th Annual General Meeting of Shareholders (Year 2019) 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 23rd 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 27th Annual General Meeting of Shareholders (Year 2012).
 - 2.2 The NRC Committee, comprising of three members, each receives fixed monthly remuneration. The Chairman of the NRC Committee receives Baht 20,000 per month, with the other two NRC Committee members receiving Baht 10,000 per month per person. The above remuneration rates have been used since April 2008 after the approval by the 23rd 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 33rd 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 2019 and scope of duties and responsibilities of each Committee have been disclosed in the Annual Report Year 2019 (in QR Code format) on page 106, under the section titled “Remunerations for Directors, Executives and Employees” which has been disseminated on the Company’s website (www.dbp.co.th) and forwarded to every shareholder in advance along with the meeting invitation.

Criteria and Procedure for Proposal of Remunerations

The determination of remuneration for the Directors above have been considered by the NRC 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 2020.

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
Diamond Building Products Public Co., Ltd.		80,000			50,000	

2. The Audit Committee

Description (Unit: Baht per person per month)	Chairman’s Remuneration			Directors’ Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	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
Diamond Building Products Public Co., Ltd.		30,000			20,000	

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
Diamond Building Products Public Co., Ltd.		20,000			10,000	

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
Diamond Building Products Public Co., Ltd.		20,000			10,000	

5. Annual Remunerations or Bonuses for the Directors

Description (Unit: Baht per person per year)	Chairman's Bonus			Directors' Bonus Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	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
Diamond Building Products Public Co., Ltd.		350,000			300,000	

Board of Directors' Opinion

The Board of Directors' Meeting No. 333 (1/2020) dated January 27, 2020 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 2019 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2020 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 be increased as the Company's operating results were better than the established target, with the Chairman of the Board of Directors receiving Baht 350,000 and each of the 11 Directors receiving Baht 300,000.
2. Monthly remunerations for the three 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 Committee receiving Baht 20,000 per month and the other two NRC Committee 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.

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.

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 Ms. Chanarat Chanwa (has been the auditor signing the Company's financial statements since 2018 totaling 2 year)
 - 2.2 Ms. Thanyalux Kaedkeaw (never been the auditor signing the Company's financial statements)
 - 2.3 Ms. Sophit Prompol (never been the auditor signing the Company's financial statements)

3. The comparison of audit fees between the new auditor for year 2020 and previous auditor for year 2019 are as follows:

Description (Unit : Baht)	Year 2020	Year 2019	Increase (Decrease)	
			Amount	%
Company's Audit Fee				
- Yearly Audit Fee	1,420,000	1,320,000	100,000	7.58%
- Quarterly Reviewed Financial Statement (3 quarters)	150,000	150,000	-	-
- Quarterly Consolidated Financial Statements Preparation (4 quarters)	150,000	150,000	-	-
Total	1,720,000	1,620,000	100,000	6.17%

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 2020 and 2019 is as follows.

Description (Unit : Baht)	Year 2020	Year 2019	Increase (Decrease)	
			Amount	%
Subsidiary Company's Audit Fee				
- Yearly Audit Fee	350,000	350,000	-	-
- Quarterly Reviewed Financial Statement (3 quarters)	60,000	60,000	-	-
Total	410,000	410,000	-	-

5. During the past year 2019, the Company used and paid for non-audit services to KPMG Phoomchai Tax Ltd., which is a related business of the audit company used by the Company, including consultation fee of Baht 765,000 for matter related to transfer pricing between Company and subsidiary company (Year 2018: None). The subsidiary company only used audit service with using other 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 2020, namely Ms. Chanarat Chanwa, certified public accountant registration no. 9052, or Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Ms. 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 2020 for a total of Baht 1,720,000, which is an increase of 6.17 percent from year 2019.

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. 333 (1/2020) dated January 27, 2020, the Board of Directors approved to propose to the Shareholders' Meeting to consider appointing Ms. Chanarat Chanwa, certified public accountant registration no. 9052, or Ms. Thanyalux Kaedkeaw, certified public accountant registration no. 8179, or Ms. Sophit Prompol, certified public accountant registration no. 10042 of KPMG Phoomchai Audit Ltd., to be the Company's financial auditor for year 2020, having the audit fee for year 2020 totaling Baht 1,720,000 or an increase from year 2019 of Baht 100,000 or 6.17 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.

RULES AND GUIDELINES OF ATTENDANCE,

GRANT OF PROXIES FOR ATTENDANCE AND VOTES AT THE MEETING

DOCUMENTS AND EVIDENCE REQUIRED BEFORE ENTERING THE SHAREHOLDERS' MEETING

Group of Meeting Attendants	Documents and Evidence
A Citizen attending the Meeting in person	Identification Card, Driver's License or Passport
A Citizen with Proxy	Proxy Form Copy of Identification Card, Driver's License or Passport of Proxy Grantor 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

- 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.
- 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

- 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.
- 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.
- The following is required for the grant of proxy:
 - 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.
 - 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. Anun Louharanoo: 95/81 Soi Rarnkumhang 92, Saparnsoong, Bangkok 10240
 - Mr. Thanit Pulivekin: 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon, Pravet, Bangkok 10250
 - Mr. Woodthikrai Soatthiyanon: 18 Srinakharin Soi 52, Nongbon, Pravet, Bangkok 10250

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

he 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 35th General Annual Meeting of Shareholders (year 2020), 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 Thursday, April 23, 2020. Nonetheless, the Company reserves the right to consider only the proxy forms sent to the Company at above address before 15:00 hours of Thursday, April 23, 2020.

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

Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development

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



Made at.....

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

1. 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 sharesshares 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 35th Annual General Meeting of Shareholders (Year 2020) to be held on April 24, 2020 at 10:00 hours, at the Pinnacle Room 4-6, 4th 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 sharesshares 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 35th Annual General Meeting of Shareholders (Year 2020) to be held on April 24, 2020 at 10:00 hours, at the Pinnacle Room 4-6, 4th 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 34th Annual General Meeting of Shareholders (Year 2019)

(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 2019

(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, 2019

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

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

Approve Disapprove Abstain

Agenda No. 4: 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: 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. Prakit Pradipasen**

Approve Disapprove Abstain

Director's Name: **Mr. Sakda Maneeratchatchai**

Approve Disapprove Abstain

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

Approve Disapprove Abstain

Director's Name: **Mr. Kamolaphat 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 35th Annual General Meeting of Shareholders (Year 2020) to be held on April 24, 2020 at 10:00 hours, at the Pinnacle Room 4-6, 4th 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 sharesshares and number of votes equal to votes

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

2. Hereby granting proxy to:

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code

only one of above as my/our proxy to attend and vote in the 35th Annual General Meeting of Shareholders (Year 2020) to be held on April 24, 2020 at 10:00 hours, at the Pinnacle Room 4-6, 4th 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 votesvotes

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 34th Annual General Meeting of Shareholders (Year 2019)

(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 2019
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 3: To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2019
- (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: 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. Prakit Pradipasen**
- Approve.....votes Disapprove.....votes Abstain.....votes
- Director's Name: **Mr. Sakda Maneeratchchai**
- Approve.....votes Disapprove.....votes Abstain.....votes

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

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

Director's Name: **Mr. Kamolaphat 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:
 - 2.1 Power of Attorney from the shareholder granting authority for the custodian to sign the Proxy Form on behalf of the shareholder.
 - 2.2 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 35th Annual General Meeting of Shareholders (Year 2020) to be held on April 24, 2020 at 10:00 hours, at the Pinnacle Room 4-6, 4th 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.

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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. ANUN LOUHARANOO**

Nationality: Thai / Age 66 years

Position: Independent Director, Audit Committee Member
and NRC Committee Member**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 Function (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 Committee Member, Diamond Building Products Plc.
 - 1985 - present Director and Financial Adviser, Lanna Resources Plc.
 - 2003 - present Director and Acting Chief Executive Officer, 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, 2019 : 2,350,000 shares or 0.25%
3. Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.
4. Having special interest which is different than that of other Directors : None

CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR**(In case of Shareholder granting Proxy to the Independent Director)****Name - Surname: MR. THANIT PULIVEKIN****Nationality: Thai / Age 69 years****Position:** Independent Director, Audit Committee Member and Corporate Governance Committee Chairman**Address:** 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon, Pravet, Bangkok 10250**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 2 companies as follows:
 - 2018 - present Chairman, Baan Phaholyothin Place Juristic Person
 - 2014 - present Director, Baan Phaholyothin Place Juristic Person
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, 2019 : None
3. Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.
4. Having special interest which is different than that of other Directors : None



CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR**(In case of Shareholder granting Proxy to the Independent Director)****Name - Surname: MR. WOODTHIKRAI SOATTHIYANON**

Nationality: Thai / Age 66 years

Position: Independent Director and
Corporate Governance Committee Member**Address:** 18 Srinakharin Soi 52, Nongbon, Pravet, Bangkok 10250**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

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, 2019 : None
3. Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.
4. Having special interest which is different than that of other Directors : None

REQUEST FOR THE HARD COPY OF THE ANNUAL REPORT 2019

If the shareholder wishes to receive a hard copy of the Annual Report 2019, please kindly provide the name and address below for the delivery of the Annual Report 2019.

<p>Please provide the name and address for the delivery:</p> <p>Name and Surname:</p> <p>Address:.....</p> <p>.....</p>

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 2019 to the shareholder at the earliest convenience.

SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 35TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2020)

Shareholders can submit their inquiries relating the agenda in the 35th Annual General Meeting of Shareholders (Year 2020) 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
 - 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 35th Annual General Meeting of Shareholders (Year 2020), from March 23, 2020 until April 10, 2020.

Accordingly, the Shareholder may submit the inquiry from March 23, 2020 through April 10, 2020. The Company will consider answering inquiries submitted at the time of the 35th Annual General Meeting of Shareholders (Year 2020), through E-mail, facsimile, or any other communication channels as deemed appropriate.

FORM OF INQUIRIES

FOR THE AGENDA OF THE 35th ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2020)

1. Shareholder's Information

Name:

Address:

.....

Telephone No. :Fax No.:

E-mail Address :

2. Inquiries on the agenda in the 35th Annual General Meeting of Shareholders (Year 2020)

Agenda 1 : To Adopt and Approve the Minutes of the 34th Annual General Meeting of Shareholders (Year 2019)

Inquiries :

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Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2019

Inquiries :

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Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2019

Inquiries :

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Agenda 4 : To Consider and Approve the Appropriation of Earnings

Inquiries :
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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

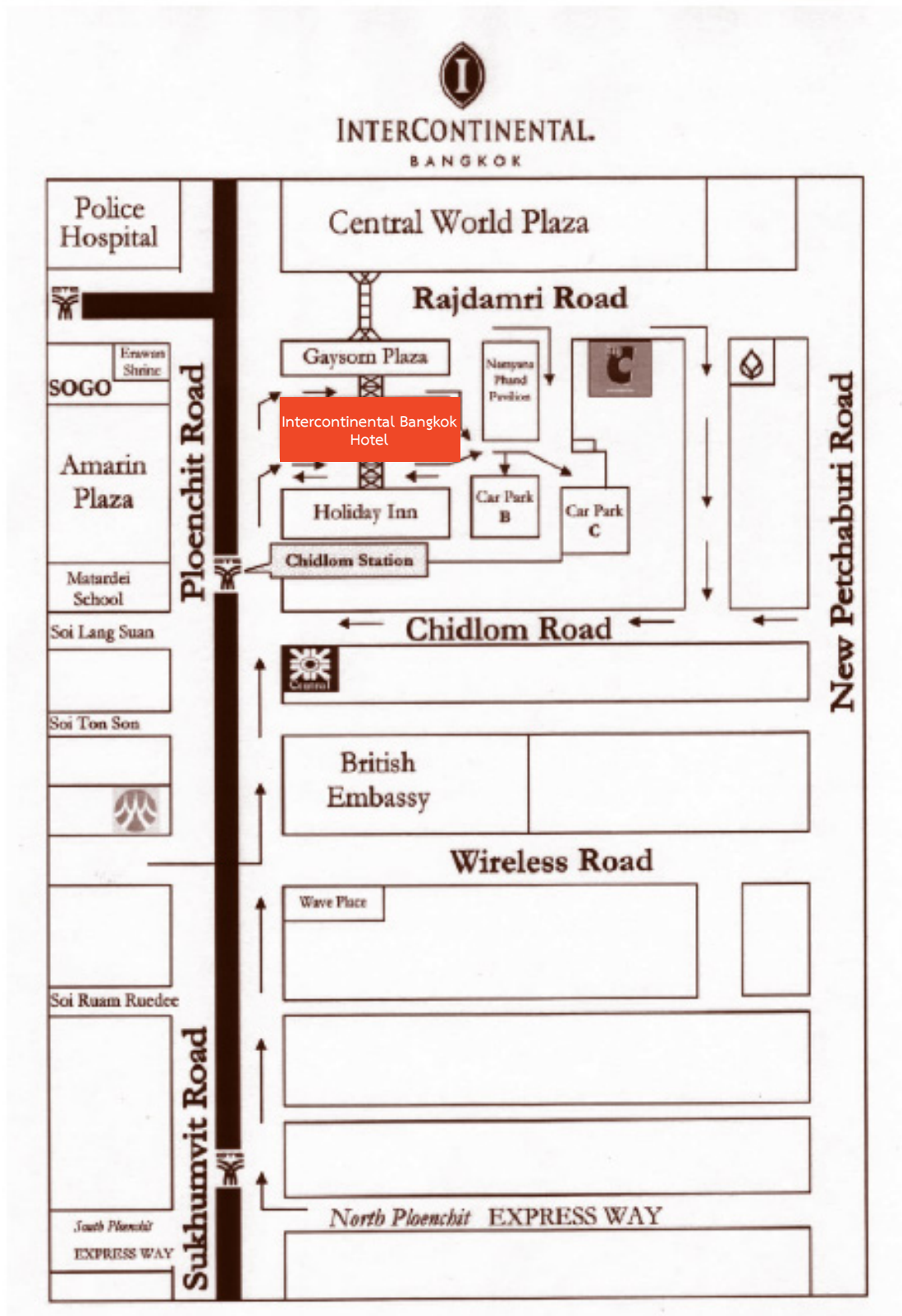
Inquiries :
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Agenda 7 : To Consider the Appointment of the Auditor and Determination of Audit Fee

Inquiries :
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Agenda 8 : Other Matters (if any)

Inquiries :
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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

Head Office :

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 2 :

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

Branch Office 1 :

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

Branch Office 3 :

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



 +662 619 2333

 www.dbp.co.th

 Corpcenter@dbp.co.th