



DIAMOND

**Smart
Factory**

**Invitation to the
36th Annual General Meeting of Shareholders
(Year 2021)**

Diamond Building Products Public Company Limited

Friday, April 23, 2021 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.

Call Center 0 2619 6333

Website www.dbp.co.th

Email corpcenter@dbp.co.th

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 spread of the new Coronavirus 2019 (COVID-19), the Company is concerned with such situation. Accordingly, please be informed of the following guidelines;

(1) Shareholders in the high-risk group, for example, having recently travelled to any high-risk countries or announced risky areas in the Country or suffering any respiratory symptoms, are advised to grant proxy to other person or 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 a person is found to have health risk, the Company reserves the right to deny meeting attendance and such person may grant proxy to other person or Company's independent director to attend the Meeting on behalf of the shareholder.

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

Ref. DBP. 043 / 2021

April 1, 2021

Subject : Invitation to the 36th Annual General Meeting of Shareholders (Year 2021)
Attention : Shareholder
Enclosed : (1) Form 56-1 One Report Year 2020 (in QR Code format)
(2) Minutes of the 35th Annual General Meeting of Shareholders (Year 2020)
(3) Documents for Meeting Agenda No. 1-8, considered as part of this meeting invitation.
(4) Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, including Proxy Form A, B and C.

The Company's Board of Directors has resolved to call on the 36th Annual General Meeting of Shareholders (Year 2021) to be held on Friday, April 23, 2021 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 35th Annual General Meeting of Shareholders (Year 2020)**
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 2020**
Board of Directors' Opinion : The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2020, 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, 2020**
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, 2020, 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 0.42 per share, in which the interim dividend payment of Baht 0.20 per share had already been approved and paid to the shareholders on September 25, 2020, therefore leaving a remaining Baht 0.22 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. Chaiyut Srivikorn, Mr. Asanee Chantong, Mr. Satid Sudbuntad and Mr. Anun Louharanoo, 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 2021, 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
- (2) The annual bonus for the Directors is proposed to remain the same as previous year as the Company's operating results in 2020 were similar to 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 2021, having the yearly audit fee of Baht 1,320,000, the three quarterly reviews of Baht 50,000 for each quarter, and the preparation of the three quarterly consolidated financial statements of Baht 50,000 for each quarter, for a total of Baht 1,620,000 or a decrease of 5.81 percent from year 2020, as considered and approved by the Audit Committee, according to details in the document attached herewith.

Agenda 8: To Consider and Approve the Reduction of Registered and Paid-up Capital by Writing Off Unsold Repurchase Shares according to Share Repurchase Program for Financial Management Purpose and the Amendment on Clause 4 of Company's Memorandum of Association in Conformity with the Reduction of Registered and Paid-up Capital

Board of Directors' Opinion : The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the reduction of Company's registered and paid-up capital by writing off unsold repurchase shares according to the Share Repurchase Program for financial management purpose as approved by the Company's Board of Directors' Meeting No. 335, dated March 23, 2020 for the amount of Baht 92,928,700 from the previous registered capital of Baht 947,961,800 to become a new registered capital of Baht 855,033,100, dividing into common stock of 855,033,100 shares at a par value of Baht 1.00 per share and previous paid-up capital of Baht 947,961,800 to become new paid-up capital of Baht 855,033,100 at a par value of Baht 1.00 per share by writing off the unsold registered shares of 92,928,700 shares, and the amendment to Clause 4 of the Company's Memorandum of Association to conform with the reduction of registered and paid-up capital, according to details in the document attached herewith.

Agenda 9: Other Matters (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders during October 1, 2020 through December 31, 2020. 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 36th Annual General Meeting of Shareholders (Year 2021) and rights to receive dividends on the Record Date of Tuesday, March 9, 2021.

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

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

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Mr. Satid Sudbuntad
Chief Executive Officer

AGENDA 1

**TO ADOPT AND APPROVE THE MINUTES OF THE 35TH ANNUAL GENERAL MEETING
OF SHAREHOLDERS (YEAR 2020)**

Background and Rationale

The Company convened the 35th Annual General Meeting of Shareholders (Year 2020) on Friday, April 24, 2020 from 10:00 hrs. to 11:35 hrs. at the “4C” Meeting Room, 4th Floor, Phaholyothin Place Building, 408/163-165, Phaholyothin Road, Samsennai, Phayathai, 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 35th Annual General Meeting of Shareholders (Year 2020) 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 35TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2020) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The minutes of the 35th Annual General Meeting of Shareholders (Year 2020) of Diamond Building Products Public Co., Ltd., which was held on Friday, April 24, 2020 at 10:00 hrs. at the “4C” Meeting Room, 4th Floor, Phaholyothin Place Building, 408/163-165, Phaholyothin Road, Samsennai, Phayathai, 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 26 shareholders attending in person holding 36,867,810 shares and 49 shareholders granting proxies to attend the Meeting holding 673,786,269 shares, for a total of 75 persons with aggregate number of 710,654,079 shares or 74.97 percent of the all the issued shares and with voting right, which constituted a meeting quorum according to the Company’s regulation. The following 12 directors attended this meeting (the Company’s Board of Directors comprises of 12 directors) or 100 percent of the total number of Directors of the Company.

Directors Attending the Meeting are as follows:

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

Executives Attending the Meeting comprising of the following 4 persons

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

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

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

Representative from the Thai Investors Association: Ms. Punsri Karnchareonkoonwong

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 (Assistant Manager Corporate Communication) 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, 2019 until December 31, 2019. 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 35th Annual General Meeting of Shareholders (Year 2020) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 23, 2020 until April 10, 2020, 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, 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.
- (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) According to the outbreak of the Coronavirus Disease 2019 (COVID-19) that has been announced by the Ministry of Public Health as a dangerous contagious disease according to the Communicable Disease Act B.E.2558 (2015), which states that the concealment of information on this matter may be subject to legal penalty, the Company realizes the grave danger of such contagious disease. Therefore, the Company is asking for cooperation from every shareholder to wear face mask at all times during the meeting and has screening measures for meeting attendees according to the measures of the Department of Disease Control of Thailand, Ministry of Public Health. Accordingly, the Company reserves the right to deny any person to attend the meeting, should such person does not pass the screening measures such as having high body temperature, not wearing face mask or recently traveled to any high-risk countries. For those shareholders who are unable to attend this meeting in person, the Company has broadcasted the meeting via Page Facebook Live: DiamondBrandOfficial starting from 10.00 hrs. onward. If the shareholder has any inquiry, the "**Express Opinion**" space can be typed in by providing name-surname of the shareholder, followed by the inquiry. The Company shall consider answering the inquiries during the end of the meeting. Apparently, there were no inquiries from any shareholder via such Page Facebook.
- (7) The Company has arranged the meeting room by keeping spaces and distances between the seats according to the guidance of the Ministry of Public Health.

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 34TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2019)

The Chairman proposed that the shareholders' meeting consider for approval of the minutes of the 34th Annual General Meeting of Shareholders (Year 2019), which was held on Tuesday, April 23, 2019. 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 34th Annual General Meeting of Shareholders (Year 2019).

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 34th Annual General Meeting of Shareholders (Year 2019) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 34th Annual General Meeting of Shareholders (Year 2019) held on April 23, 2019 as proposed above, with the following number of votes:

Approved:	710,681,230	Vote or	100.00 percent
Disapproved:	-	Vote or	0.00 percent
Abstained:	1,000	Vote or	0.00 percent
Voided Ballots:	-	Vote or	0.00 percent
Of the total	710,682,230	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 2019



The Chairman stated that for the operating results of year 2019, Mr. Satid Sudbuntad, Chief Executive Officer, along with Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer Sales and Marketing, and Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering, were assigned this year to report on the operating results and other relevant information during year 2019, which could be summarized as follows.

- (1) **Operating Results of Year 2019:** The Corporate Group had revenue from product sales and services of Baht 4,747.55 million, an increase from the previous year of 9.66 percent and had a net profit of Baht 571.54 million, an increase from the previous year of 35.16 percent. If the special profit from the sales of unused land of Baht 46.31 million and the provision for employee retirement benefits from 300 to 400 days of Baht 23.04 million is excluded, the Corporate Group's net profit totals Baht 548.27 million, an increase from the previous year of 29.66 percent. In 2019, the revenue from product sales through large retail stores or modern trade had the highest growth at 22.74 percent; therefore, the revenue proportion from product sales for each distribution channel has been changed as follows:

- (1) Sale through agents decreased from 54 percent in 2018 to 53 percent in 2019,
- (2) Sale through housing projects was still the same at 12 percent,
- (3) Sale through large retail stores or modern trade increased from 16 percent in 2018 to 18 percent in 2019, and
- (4) export sale decreased from 18 percent in 2018 to 17 percent in 2019.

The revenue proportion from product sales and services categorized by types of activity can be summarized as follows:

- (1) Revenues from product sales of 91 percent were from sales of products including roofing product group, board and ceiling product group, siding board product group and special product group such as trusses, foils, etc. and
 - (2) Revenues from services of 9 percent were from roof stripping service, roof installation service and transport service, etc. For 2019, the revenue from product sales that had the highest growth were from the autoclaved aerated concrete with an increase of 24.37 percent, "Adamas" concrete tile of 22.53 percent and trusses of 20.45 percent, etc.
- (2) **Production Rate of Year 2019-2020:** The Corporate Group had a total production capacity of 1,100,000 tons per year, including (1) 90 percent of production capacity at Saraburi Province and (2) 10 percent of production capacity at Chiang Mai and Khon Kaen Province. In 2021, the production capacity will be increased by 55,000 tons per year from the investment project in the NT-11 production line, which will result in the total production capacity of the Corporate Group of 1,155,000 tons per year or an increase of 5 percent.
- (3) **Distribution Channels during Year 2019:** The Company had four distribution channels; namely, (1) 53 percent from sale through agents, (2) 18 percent from large retail stores or modern trade, (3) 12 percent from sale through housing projects, and (4) 17 percent from export sales.
- (4) **Roadmap and Work Plan for Year 2020** of the Company can be summarized as follows;

- (4.1) The Company has established similar target as of previous year by using the “Complete Set of Beauty, Entirely Filled with Diamond Brand” strategy.
- (4.2) Focus on expansion of every marketing channel in both domestic and overseas via online application and media.
- (4.3) Focus on Focus on creation of “**Production Innovation**” in order to improve efficiency, labor reduction and production cost reduction.
- (4.4) Focus on fostering Diamond People to be innovative in creating new products including roofing, siding board and board product groups, for better differences.
- (4.5) Focus on reduction of financial obligation and increase of liquidity for sufficient cash flow to continue with business operation.
- (5) **Other Areas of Management are as follows:**
- (5.1) Corporate Governance: The Company received awards of pride in year 2019 as follows:
- (1) The Company was presented with the “Sustainable Stock” or “Thailand Sustainability Investment 2019” award (THSI) consecutively for the third year from the Stock Exchange of Thailand and Money and Banking Journal. The award was for listed companies with sustainable business practice that consider the Environment, Society, and Governance (ESG).
 - (2) The Company received a five-star award () for the assessment of corporate governance among Thai listed companies in year 2019 by Thai Institute of Directors, in which the Company was placed in the “Excellent” group and received 90% score, and ranked in the Top Quartile level within the group of companies with market capitalization of Baht 3,000 million to Baht 9,999 million.
 - (3) The Company received a four-star award () for the quality assessment of the annual general meetings of shareholders of listed companies in year 2019, in which the Company was placed in the “Very Good” group and received 99% score.
 - (4) The Company was selected as one of the companies in ESG 100, a group of securities with distinct works on the environment, society, and governance (ESG), from the evaluation of listed companies for year 2019 by Thaipat Institute.
 - (5) 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.
- (5.2) 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.
- (5.3) Corporate Social Responsibility (CSR) Activities: The Company organized CSR activities within the communities surrounding the Company, including providing assistance in the event of disaster, giving donation of goods to help the communities, organizing the “Diamond Heart Technician” project in corporation with Phra Dabot Foundation and Saraburi Technical College, etc.
- (5.4) Company’s 35th Anniversary event was organized on February 29, 2020 to thank domestic and overseas customers.
- (6) **Sales and Marketing Policy**: Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer Sales and Marketing, reported on the development of innovation in sales and marketing, which has been undertaken together with the Information Technology division as follows:
- (6.1) Smart Diamond Application Project: the objective is to meet the requirements of the agents with the information on actual cost which can be used as guideline for setting selling prices for pricing competitiveness for the best interest of Company’s customers.
 - (6.2) Data Analytic Platform Project: the objective is to have software application for the executives, marketing division and marketing division to access information in the form of images so that information can be analyzed in every aspect and are much clearer such as information on product distribution for each product group and province, acknowledging guideline on expansion of sales boundary for each province, etc.

- (6.3) Online Ordering System Project: the objective is to meet the requirements of the medium and small-sized stores which have no ordering system, in order to facilitate information linking with the Company to order the products promptly and accurately and the stores can also immediately find out the budget for the product ordered.
- (6.4) BIM Project (Building Information Technology): the objective is to link information of relevant parties in the construction materials circle such as product manufacturers, contractors companies, property development companies, etc. It can be likened to a library of Company's product information and other manufacturers, so that the architects can use such information for a design, with knowledge of product information and specifications, resulting in a faster work and construction budget can be readily calculated.
- (7) **Production and Engineering Policy:** Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering, reported on the Company's sustainable development plan including environmental, social and economic aspect based on the corporate governance. In 2019, the following projects were undertaken.
- (7.1) Central Dust Project: the objective is to collect dust from the siding board manufacturing process and recycle it in the manufacturing process instead of disposing it. In 2019, the amount of dust which must be disposed was over 3,500 tons per year and this project transport the dust via piping system to the manufacturing process without employee becoming in direct contact with the dust. During the next 2-3 years, the amount of dust will increase to over 5,000 tons per year, by which the Company shall be able to manage such dust problem, which is deemed as sustainable development in order to mitigate environmental impact, reduce dust disposal cost, reduce production cost and increase workplace safety, etc.
- (7.2) Autoclaved Aerated Concrete Recycling Project: the objective is to bring autoclaved aerated concrete brick chips remaining from the manufacturing process of about 4,000 tons per year and feed them to the mill for recycling as raw material for about 5-10 percent, which is deemed sustainable development for mitigate environmental impact, reduce dust disposal cost, reduce production cost and increase strength of the autoclaved aerated concrete, etc.
- (7.3) Solar Rooftop Project: the objective is to utilize solar energy in place of electrical power, having solar power production capacity of 252 kilowatts with installation and usage on the rooftop of the autoclaved aerated concrete manufacturing plant in Saraburi Province, which can produce approximately 300,000 kilowatt-hour of electricity, which is deemed sustainable development, by which carbon dioxide can be reduced by over 300 tons per year, energy expenses can be reduced by approximately Baht 1 million a year, impact from electrical flickering causing production shutdown causing loss of raw materials, environment impact is mitigated and workplace safety is increased, etc.
- (7.4) PCD Cutter Project: the objective is to bring innovation in polycrystalline diamond cutter (PCD Cutter) from Germany for use in grinding the blades for siding board manufacturing process of about 50,000 tons per year, which had been done by outsource company before and it was very costly. Therefore, this project can increase production efficiency, reduce grinding cost by 75 percent, reduce purchase of new cutter by 50 percent, support new product development and increase work safety, etc.
- (8) **Development of New Products for Year 2019**
- (8.1) Development of new colors in the Concrete Tile Group with the development of 3 new oil colors, etc.
- (8.2) Development of new colors in the Siding Board Product Group, namely, "Almond Color" siding board, etc.
- (8.3) Development of new products in the Board and Ceiling Product Group, including, double sinks counter, half-installed basin counter, Dry Fix of wall ridges, Loop Diamond Board, etc.

The Chairman clarified further that the Company's Board of Directors feels very proud of the Company's performance in 2019, having the highest total revenue and net profit as compared to the performance of the previous years, which was the result of capability and effort of the Management and every employee who have joined and worked together in order to manage the business with highest efficiency. Afterward, the Chairman provided opportunity for the shareholders to express opinion and make enquiry.

- Shareholder** Ms. Punsri Karnchareonkoonwong, minority shareholder and Representative from the Thai Investors Association, inquired that the Company has RID Robopack Project by utilizing robots in place of manual labor for curved ridge packaging, improving precision, mitigating labor shortage and reducing accidents, which was completed in March 2019. Nonetheless, according to the Annual Report 2019 on page 38, it appears that the Company's accident statistics increased from 2 persons in 2018 to 3 persons in 2019, having Lost Time Frequency Rate (LTIFR) increased from 1 person in 2018 to 3 persons in 2019, as well as having Lost Time Injury Severity Rate (LTISR) increased from 1.62 percent in 2018 to 4.56 percent in 2019. What was the reason for these increases in accidents?
- Director** Mr. Maitree Tawonatiwasna, Deputy Chief Executive Officer Production and Engineering, clarified that the increase in accident statistics occurred due to "Unsafe Act" as the employee ignored the safety. Therefore, the Company has regularly organized trainings in safety, as well as constructing and procuring safety equipment for the employees. If compared with a few years ago, the accident statistics were many times higher, over 20 times per year; however, currently the number of accidents has continued to decrease to about 1-2 times per year, which is deemed that the Management has overseen this matter well and when each time the accident happens, the Company will investigate in order to find the cause and establish accident prevention measure every time.
- Shareholder** Ms. Siriluck Teeradakorn, minority shareholder, inquired whether or not the business plan for 2020 as described above has been considered with impact from the outbreak of Covid-19. How will the Company grow under such situation as currently the economic situation has changed with impact to the real estate business, resulting in a discount of about 50 percent for each housing project?
- Director** Mr. Satid Sudbuntad, Chief Executive Officer, clarified that the operating results which had been reported, there was a growth rate of 5.52 percent in 2018 from 2017 and in 2019 there was a growth rate of 9.66 percent from 2018, due to the strategic planning on sales and marketing which have been carried out in the past year. As for the outbreak of Covid-19 should have an impact on the sale distribution through large retail stores or modern trade being shut down since March 2020. Nonetheless, the Company still has several other sale distribution channels which can still be used to sell products as reported above. However, the Company still maintain the production capacity of 90 percent in order to manage the production cost and produce adequate supply to meet the demand of the customers during sale season. Moreover, the Company has regularly carried out risk assessment concerning with every sale distribution channel and conduct business operation with prudence and the Company wishes to reassure that it will manage the business operation as well as possible in such situation.
- Shareholder** Ms. Siriluck Teeradakorn, minority shareholder, inquired further whether or not the mentioned risk assessment has included the risk factor concerning with the outbreak of Covid-19 as there is a concern that purchasing power would be reduced and maintaining production capacity at full rate would result in oversupply of products, which would reduce the product prices, similar to oil prices situation currently being reduced.
- Chairman** The Chairman clarified further that the Company's business plan as reported earlier has not yet accounted for the outbreak of Covid-19 situation, which has impacted every sector. Therefore, the meeting of the Board of Directors last month has considered the initial impact of such situation and assessed that the operating results of 2020 should be lower by not more than 10 percent from the previous year.
- 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 2019 as presented above.
- Resolution:** The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2019 as presented above.

AGENDA 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2019

The Chairman proposed that the shareholders' meeting consider the balance sheets and statements of income for the year ended December 31, 2019 which had been audited by the certified auditor, KPMG Phoomchai Audit Ltd., and published in the Annual Report 2019 including the analysis on the financial status and operating results of the Company for year 2019, 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 72 of the Annual Report 2019.

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2019 ended December 31, 2019 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 Ms. Punsri Karnchareonkoonwong, minority shareholder and Representative from the Thai Investors Association, inquired as follows:

- (1) The inventories according to the notes to financial statements 9 on page 185 of the Annual Report 2019, the Company has established allowance for decline in value of Baht 14.89 million. Which product(s) is this allowance established for?
- (2) The impairment loss of investment in the subsidiary company of Baht 30 million according to the notes to financial statements 11 on page 186 of the Annual Report 2019, which has resulted from continuing loss of the subsidiary company. What is the future outlook of this business and Company's guideline in resolving this matter?
- (3) The allowance for impairment of property, plant and equipment according to the notes to financial statements 13 on page 187 of the Annual Report 2019, the Company has established allowance of Baht 3.85 million for asset under construction and installation. From which asset is this allowance for impairment for?
- (4) The administrative expenses according to the notes to financial statements 26 on page 196 of the Annual Report 2019 increased by Baht 61.66 million from the previous year, which was mainly from the increase of employee benefit expenses of Baht 43.78 million in accordance with the notes to financial statements 27, Employee Benefit Expenses. What are other items of the employee benefit expenses, which has increased by Baht 18.09 million?
- (5) The rental expense according to the notes to the financial statements 26 on page 196 of the Annual Report 2019 which has increased in 2019 by Baht 0.79 million. Where does this rental expense come from?
- (6) The tax and fees according to the notes to the financial statements 26 on page 196 of the Annual Report 2019 which has increased in 2019 by Baht 6.82 million. What does this tax and fees come from?
- (7) Does the Company prepare a comparison report for each product or each distribution channel in order to show the revenue and cost?

Executive Ms. Thanakarn Phanthapirat, Assistant Chief Executive Officer Accounting & Finance and Company Secretary, clarified to the inquiries as follows:

- (1) The allowance for decline in value has decreased. The Company has established such allowance according to the accounting standards, which can be seen that in 2019 the Company's inventories increased from Baht 761.97 million in 2018 to Baht 855.35 million in 2019, resulting in an increase in allowance for decline in value according the increase in inventories and each product life according to the Company's policy, which is not considered too high.
- (2) The majority of autoclaved aerated concrete (AAC) products in the general market initially would sell at the price, which was lower than cost. Therefore, manufacturing process had been improved to lower the cost of the product. Moreover, AAC products have become more popular among the consumers, resulting in higher selling price and the subsidiary company had a net profit of Baht 14.90 million in 2019 with a decrease in accumulated loss. Therefore, assessment on the impairment loss of investment in the subsidiary company may need to be considered for certain period of time until the accumulated loss of the subsidiary company has become zero, then there can be a reversal of such impairment from the financial statements.



- (3) The allowance for impairment of property, plant and equipment for asset under construction and installation is part of the building constructed for over 10 years but the Company has not utilized it and therefore, the allowance must be established according to the accounting standards.
- (4) The other items of the employee benefit expenses, which have been increased, are the increases in Company’s employee benefits which are stated on page 140 of the Annual Report 2019; namely, (1) increase Company contribution to the provident fund from the maximum of 8 percent to 9 percent, (2) increase diligence allowance from Baht 500, 600, and 700 to Baht 600, 700 and 800, (3) increase the allowance for outpatient department (OPD) of the health insurance from Baht 1,300 to Baht 1,500, and (4) increase shift allowance, travel allowance and life insurance, including overtime payment and compensation payment to sales personnel as incentive, etc.
- (5) The increase in rental expense is for the rental of warehouse for storing products and rental for living spaces for logistics personnel.
- (6) The increase in tax and fees is mainly from the expense incurred from the sale of unused land.
- (7) The Company has regularly prepared a report on each product or each distribution channel for management purposes, which are for internal information without disclosing such information to the outsiders.

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, 2019 as proposed above.

Resolution: The shareholders’ meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2019 as presented above with the following number of votes:

Approved:	710,239,830	votes or	99.94	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	449,300	votes or	0.06	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	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 0.40 per share or 67.80 percent of the net profit per share. Accordingly, 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 to the shareholders, which is expected to be paid on May 15, 2020 to the eligible shareholders having their names appear on the share register book on the Record Date of March 10, 2020 and must be approved at the 35th Annual General Meeting of Shareholders (Year 2020). 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 Ms. Punsri Karnchareonkoonwong, minority shareholder and Representative from the Thai Investors Association, inquired that the dividend payout ratio according to the Annual Report 2019 on page 124, it shows that the dividend payout ratio to net profit per share in 2019 of 67.80 percent, 2018 of 81.82 percent and 2017 of 83.72 percent; therefore, it appears to be decreasing every year, which is not in line with the Company's operating results that have been increasing every year. Also, in the meeting agenda no. 6 for consideration of the Directors' remunerations, there is increase in annual bonus for the Directors. Accordingly, she would like to learn about the Company's dividend payment policy besides having to pay dividend at no less than 50 percent of the net profit or whether there is a necessity to use the remaining cash not paid to the shareholders for investment in any projects.

Chairman The Chairman clarified that the dividend payout ratio to the net profit per share might be decreased but amount of dividend payment have been increased every year from Baht 0.36 per share in 2018 to Baht 0.40 per share in 2019. Even though the Company had made investment in the production line of over Baht 500 million, the Company was still able to continue making dividend payment to the shareholders, having some cash flows remaining for ongoing business operations.

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, 2019 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, 2019, as presented above with the following number of votes:

Approved:	710,677,630	votes or	99.99	percent
Disapproved:	10,500	votes or	0.01	percent
Abstained:	1,000	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	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. Prakit Pradipasen (2) Mr. Sakda Maneeratchatchai (3) Mr. Warayu Pradipasen and (4) Mr. Kamolaphat Teepsuwan.

The Chairman, stated that due to the fact that I have been retired by rotation at this Meeting, I wish to request that Mr. Chaiyut Srivikorn, Nomination and Remuneration Committee Chairman (NRC Committee), to proceed with this meeting agenda.

Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, stated that the Company has established criteria for nomination of directors through the NRC Committee by considering qualification in various aspects including past performance, having resolved to propose the following 4 individuals for the directorship positions replacing the directors whom were retired by rotation; namely, (1) Mr. Prakit 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, 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. Prakit Pradipasen**, currently the Company's Chairman of the Board, 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 providing 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 is entitled to trainings for employees on innovative capacities. The production process has also been developed to be modern, utilizing 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 Company's Managing Director 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, as well as concisely establishing internal audit system that can audit every process, having independent opinions and providing 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 this position, and in the position of Audit Committee Chairman since year 2013, totaling 6 years in the position. The meeting of the Board of Directors has considered and resolved to propose Mr. Sakda Maneeratchatchai, currently the Independent Director, to be re-appointed as the Independent Director for another term of office, with full qualifications according to the Public Limited Companies Act, B.E. 2535 (1992) and having possessed knowledge and understanding of the Company's business, company auditing experience, as well as independent opinions according to the rules of relevant laws and regulations, which should be beneficial to the Company.
- (4.3) **Mr. Warayu Pradipasen**, currently the Director, 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, 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.

Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, provided opportunity for the shareholders to express opinion and when there was none, the shareholders' meeting was requested to consider and approve the re-appointment of all 4 directors for another term of directorship. The above Directors that had direct interest requested to abstain from voting in this meeting agenda.

- (1) Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, proposed that the shareholders' meeting consider re-appointing **Mr. Prakit Pradipasen**, 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. Prakit Pradipasen**, 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:	698,419,230	votes or	98.27	percent
Disapproved:	149,400	votes or	0.02	percent
Abstained:	12,120,500	votes or	1.71	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	votes for those present at the meeting and eligible to vote.		

- (2) Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, proposed that the shareholders' meeting consider re-appointing **Mr. Sakda Maneeratchatchai**, 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. Sakda Maneeratchatchai**, 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:	705,777,230	votes or	99.31	percent
Disapproved:	811,300	votes or	0.11	percent
Abstained:	4,100,600	votes or	0.58	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	votes for those present at the meeting and eligible to vote.		

- (3) Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, proposed that the shareholders' meeting consider re-appointing **Mr. Warayu Pradipasen**, 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. Warayu Pradipasen**, 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:	710,538,130	votes or	99.98	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	151,000	votes or	0.02	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	votes for those present at the meeting and eligible to vote.		

- (4) Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, proposed that the shareholders' meeting consider re-appointing **Mr. Kamolaphat 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. Kamolaphat 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:	710,688,130	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	1,000	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	votes for those present at the meeting and eligible to vote.		

AGENDA 6: TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

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

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

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

Criteria and Procedure for Proposal of Remunerations

The Company has established rules for consideration of the Directors' remunerations by comparing with other companies within the same industrial sector in the Stock Exchange of Thailand and also from Company's operating results each year. Accordingly, the shareholders' meeting was proposed to consider and approve the remunerations for the Directors for year 2020, 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 shall be increased as the Company's operating results of year 2019 were better than the established target, with the Chairman of the Board of Directors receiving Baht 350,000 and the Directors receiving Baht 300,000 per person.
- (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, Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, provided opportunity for the shareholders to express opinion and make inquiry.

Shareholder Ms. Punsri Karnchareonkoonwong, minority shareholder and Representative from the Thai Investors Association, inquired that the increase of annual bonus for the Directors for year 2020 is based on the better operating results, which she has concurred with. However, when compared with the dividend payout ratio paid to the shareholders, it does not seem to be in line with one another. The annual bonus for the Chairman of the Board has increased 16.67 percent and for the Directors has increased 20 percent from the previous year whilst the dividend payout ratio only increased 11.11 percent from the previous year. Therefore, she would like to know the criteria for consideration of the remunerations for the Directors.

Director Mr. Chaiyut Srivikorn, Director and Chairman of the NRC Committee, clarified that according to the earlier statements of the Chairman of the Board concerning the dividend payout ratio, the Company has established criteria for consideration of remunerations for the Directors by comparing and referencing with others of the same industry, considering the remunerations based on the average, highest and lowest, business size, business expansion and profit of the Company. During the past year, every Director has attended meetings to jointly manage the business and dedicate time, which has resulted in a better-than-expected operating results and better than the past years. In the past, the Company has not increased the annual bonus for the Directors for a few years, even though the operating results of the Company have improved every year. The increase of annual bonus this year is not considered significant amount and it should be a morale-boosting for every Director to manage the business better in long term.

Afterward, Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, provided opportunity for the shareholders to express opinion and make inquiry and when there was none, the Chairman proposed that the shareholders' meeting consider approving the remunerations of the Directors for year 2020 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.

Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, 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 2020, as presented above with the following number of votes:

Approved:	677,420,930	votes or	95.32	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	33,268,200	votes or	4.68	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	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 2020 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 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 2020, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2020, totaling Baht 1,720,000, an increase from year 2019 by 6.17 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 2020, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2020, totaling Baht 1,720,000, 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 2020, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2020, totaling Baht 1,720,000, an increase from year 2019 by 6.17 percent, as recommended by the Audit Committee, with the following number of votes.

Approved:	710,688,130	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	1,000	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent
Of the total	710,689,130	votes for those present at the meeting and eligible to vote.		

AGENDA 8: OTHER MATTERS

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

Shareholder Ms. Siriluck Teeradakorn, minority shareholder, inquired about the share repurchase as follows:

- (1) The price for the repurchasing of shares at the price is set at Baht 5.50 per share whilst the Company's share price on the main board of the Stock Exchange of Thailand is currently only about Baht 5 per share. What is the reason for the Company not purchasing shares from the main board, which should save the Company a lot of money?
- (2) What is the proportion of the number of shares repurchased of 94 million shares for a total of approximately Baht 517 million to the total number of issued shares?
- (3) Why will the Company resell the shares in November 2020 after the Company has repurchased the shares?

Chairman The Chairman clarified as follows:

- (1) The reason for the Company's share repurchases is due to the Company's shares currently being at the highest level of financial cost. Accordingly, it is not appropriate for the Company to invest in other project during this time. Therefore, the Company has introduced the Share Repurchase Project for financial management purposes, which can increase the return on equity (ROE) and the earnings per share (EPS) as the number of issued shares used as basis for calculations shall be reduced in equal amount as the repurchase shares and provide opportunity for higher share price, including the dividend yield, which should be increased as well.
- (2) The number of shares repurchased at this time is approximately 9.92 percent of the total number of issued shares.
- (3) The resale of shares shall be considered by the Company's Board of Directors once again, by which if the share price during the time has increased, the Company may consider selling the shares for the increased profit of the Company. The Company's Board of Directors ascertains that this matter shall be considered based on the best interest of the shareholders.



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 11:35 hrs.

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Mr. Prakit Pradipasen
Chairman of the Meeting

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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 2020

Background and Rationale

The Report of the Board of Directors on the Operating Results of Year 2020 including other information and reports of the Company during 2020 have been reported in the Form 56-1 One Report Year 2020 (in QR Code format) on page 88 under the section titled “Management Discussion and Analysis (MD&A)”, 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 2020 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, 2020

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, 2020, which have been reported in the Form 56-1 One Report Year 2020 (in QR Code format) on pages 186 under the section titled “Financial Statements”, including the analysis of the financial status and operation results of the Company for year 2020 on pages 88 under the section titled “Management Discussion and Analysis (MD&A)”, 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 Performance Report of the Audit Committee included in the Form 56-1 One Report Year 2020 (in QR Code format) on page 166.

Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2020 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, 2020 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. 347 (2/2021) dated February 22, 2021 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 0.42 per share or equal to 67.74 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)	2020	2019	2018
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	948	948	948
Number of Repurchase Shares as at end of year (million shares)	93 ⁽¹⁾	-	-
Net Profit per Share (calculated based on weighted average of ordinary shares)	0.62	0.59	0.44
Dividend per Share (Baht per Share)	0.42	0.40	0.36
Dividend Payout Ratio %	67.74%	67.80%	81.82%
Retained Earnings (Loss) from Previous Year	680.14	530.86	359.59
<u>Add</u> Net Profit (Loss) for the year	549.51	556.65	412.55
<u>Add</u> Actuarial gains (losses)	(8.71) ⁽²⁾	(35.25) ⁽²⁾	-
Income tax relating to components of other comprehensive income	1.74 ⁽²⁾	7.05 ⁽²⁾	-
Comprehensive Profit (Loss) for the year	542.54	528.46	412.55
<u>less</u> Legal Reserve	-	-	-
Repurchase Shares Reserve (Reversal)	511.96	-	(520.76)
Impact from authorized capital reduction for repurchase shares	-	-	420.78
Payment of Interim Dividend 1/20xx	171.01	189.59	170.63
Payment of Dividend 2/20xx	188.11 ⁽³⁾	189.59	170.63
Unappropriated Retained Earnings (Loss) Carried Forward	351.60	680.14	530.86

- (1) The Company has the Share Repurchase Program for financial management purposes with maximum amount of share repurchase not exceeding Baht 517,000,000 and number of share repurchase not exceeding 9.92 percent of the total paid-up shares or equal to 94,000,000 shares. As at December 31, 2020, the Company had repurchased 92,928,700 ordinary shares for Baht 511,961,400.11 at Baht 5.51 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, 2020. Since such repurchase shares had not been sold by the Company. Therefore, the Company's Board of Directors has proposed the 36th Annual General Meeting of Shareholders (Year 2021) to consider and Approve the reduction of registered and paid-up capital by writing off unsold repurchase shares according to Share Repurchase Program for financial management purpose and the amendment on Clause 4 of Company's Memorandum of Association in conformity with the reduction of registered and paid-up Capital, according to details as appeared within the documents which had been forwarded along with this meeting invitation.
- (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, 2020 and 2019.
- (3) As can be seen from the Table above, for Year 2020, the projected dividend payment No. 2/2020 was calculated from the issued and paid-up ordinary shares deducted by the number of repurchase shares remaining as of the end of year 2020, 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 repurchase shares remaining as at the Record Date of March 9, 2021.

Dividend Payout As Compared to Net Profit Year 2020

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2020 at Baht 0.42 per share or 67.74 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. 1/2020 on September 25, 2020 at Baht 0.20 per share. Therefore, there remains a dividend of Baht 0.22 per share for the dividend payment no. 2/2020, which is expected to be paid on May 14, 2021. 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 9, 2021. Accordingly, the eligibility for the dividend payment no. 2/2020 must be approved at the 36th Annual General Meeting of Shareholders (Year 2021) 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 2021 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. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo.

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. 1/2021 held on January 14, 2021. 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. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo. for the following reasons:

(1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.

(2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).

(3) During the past year, all four individuals have performed their duties consistently having made various suggestions which are beneficial to the Company.

(4) The works performances of Directors retired by rotation are as follows.

(4.1) Mr. Chaiyut Srivikorn, currently the Director and the NRC Committee Chairman, has performed his duties well during the past years. He has closely monitored and made inquiries into several important matters, particularly in the succession plan to ensure that the Company has appropriate selection system to recruit employees for important management positions at every level in order to prepare for employees whom will retire in the future and recruit high-ranking executives with knowledge and capabilities and potential as the successors according to the nomination process of the NRC Committee, including establishing effective manpower development plan by introducing and utilizing modern technology and controlling Company's manpower sufficiently or as necessary to be of most benefit to Company's business operations.

(4.2) Mr. Asanee Chantong, currently the Director and Production Technology and Innovation Committee Chairman, has performed his duties well during the past years. He has placed importance on bringing in innovation to develop the manufacturing process and new product development, improve of manufacturing process in order to increase efficiency and reduce production cost, undertake energy management by organizing energy reduction project, such as the 152-kw Solar Rooftop CT-KK Installation Project after the success of the Solar Rooftop AAC-SB Installation Project, etc. For innovation aspect, manufacturing process has been developed and modernized by bringing in robotic machines to replace human labors

in difficult working areas, areas with work repetitiveness and accident-prone areas, by which currently development of 6 robotization projects and 5 automation projects, totaling 11 projects, have already been undertaken with reduction of over 40 workers and there are currently other several other projects in the pipeline. In 2020, the Company had submitted the Efficiency Improvement Project on Curved Head Rounding Machine for Diamond Fence to compete in the Kaizen Award 2020 held by the Technology Promotion Association (Thailand-Japan) (TPA) and received the Bronze Award in the Genba Kaizen Group amongst the submission of over 369 projects from 112 organizations. The Production Technology and Innovation Committee (PTI Committee) believes that the employees of the Company have knowledge and capabilities in creating innovation and are keys to foster “**Innovative Culture**” for Company’s business operations to maintain stability and sustainability into the future.

(4.3) Mr. Satid Sudbuntad, currently the Director, Chief Executive Officer, Management Committee Chairman and Production Technology and Innovation Committee Member, as well as having been appointed as the Chairman of the Risk Management Committee (RMC Committee) and Chairman of the Corporate Social Responsibility Committee (CSR Committee), Chairman of the Anti-Corruption Committee (ACC Committee) and overseeing the Investor Relations Office. Mr. Satid Sudbuntad has performed his duties well during the past years, having managed, developed and improved the sales and marketing system to become more effective and modern by utilizing information technology including online media such as Facebook, YouTube, Instagram, @Line and Mobile Application under the name “@DiamondBrandOfficial”, which are in line with the Society 4.0-5.0, for communication on the products and their correct usage. He also oversees the production, engineering and maintenance division and other supporting units so that they are all working together harmoniously in accordance with the Company’s objectives and main goals in order to increase the competitiveness, resulting in the increase in product sales and services, decrease in production cost and continuous increase in profit. Especially in 2020 with the outbreak of novel coronavirus (Covid-19) which has become pandemic around the world including Thailand, where several businesses had to close down with economic slump as never occurred before, fierce competition, weak purchasing power; however, the Company has been able to manage the business and has measures to take care of its employees and other parties relating to the Company, surviving from Covid-19, as well as having achieved good operating results, even with lower revenue but higher profit, which displays excellent management during crisis situation.

(4.4) Mr. Anun Louharanoo, currently the Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member, has performed his duties well during the past years. He possesses knowledge, capability and experience, with independence in expressing his opinions all along. He possesses variety of expertise, especially in the accounting and finance aspect, having knowledge of laws and regulations; oversees and provides advice on accounting and finance work according to the generally accepted accounting principles. He also monitors that the Company has adequate internal audit system and risk management system according to international standard, and oversees that Company’s operations are in accordance with the rules and regulations as stipulated by the Stock Exchange of Thailand, the Securities and Exchange Commission and laws relevant to Company’s business operations.

Nonetheless, Mr. Anun Louharanoo has been in the position of Independent Director and Audit Committee Member since January 10, 2005 (a total period in the position of 15 years, 18 years if this appointment period is included). According to the good corporate governance principles, the Independent Director position should not be held for more than 9 years. However, Mr. Anun Louharanoo possesses complete qualifications in accordance with the Public Limited Companies Act, B.E. 2535, having experience and expertise in accounting and finance, and can provide advice which is beneficial to the Company, as well as offers independent opinions according to relevant laws and regulations.

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, 2020 to December 31, 2020. 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. 347 (1/2021) held on January 25, 2021, 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. Chaiyut Srivikorn: Proposed for re-appointment as the Director
- (2) Mr. Asanee Chantong: Proposed for re-appointment as the Director
- (3) Mr. Satid Sudbuntad: Proposed for re-appointment as the Director
- (4) Mr. Anun Louharanoo: Proposed for re-appointment as the Independent Director

In addition, the NRC Committee Meeting and Board of Directors' Meeting have considered and resolved to propose Mr. Anun Louharanoo, current Independent Director, to be reappointed as the Independent Director for another term of office, as Mr. Anun Louharanoo, 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. CHAIYUT SRIVIKORN

Position in the Company: Director and NRC Chairman
 Current Position(S) in the Board: Director
 Nationality: Thai
 Age: 54 years



Education:

- Bachelor of Economics, New York University, USA
- Master of Public Administration, NIDA

Expertise: Business Management, Finance and Banking

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

- (1) Director Accreditation Program (DAP 33/2005)
- (2) Role of the Compensation Committee (RCC 7/2008)
- (3) Successful Formulation and Execution of Strategy (SFE 13/2011)
- (4) Anti-Corruption the Practical Guide (ACPG 31/2016)
- (5) Corporate Governance for Executives (CGE 7/2016)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed companies as follows:
 - 2003-present Director and NRC Chairman, Diamond Building Products Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 8 companies as follows:
 - 2016-Present Chairman, Srivikorn Foundation
 - 2015-present Executive Director, TCMC Furniture (UK.) Co., Ltd.
 - 2012-present Chairman, Action Perfect Co., Ltd.
 - 2002-present Director, Myriad Materials Co., Ltd.
 - 1999-present Executive Director, TCH Suminoe Co., Ltd.
 - 1999-present Chairman, Thai Outdoor Sport Group Co., Ltd.
 - 1998-present Executive Director, Srivikorn Group Holdings Co., Ltd.
 - 1991-present Executive Director, President Hotel and Tower Co., Ltd.
- (3) Work Experience during the Past 5 Years:
 - 2012-2018 Director, Serenity Asset Co., Ltd.

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

Shareholding in the Company as of December 31, 2020: 3,100,100 shares or 0.36%

Period of Directorship with the Company: 17 years

Meeting Attendance Record: (1) Board of Directors' Meeting in 2020: Attended 11 out of 13 meetings
 (2) NRCs' Meeting in 2020: Attended all 3 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

CURRICULUM VITAE OF MR. ASANEE CHANTONG**Position in the Company:** Director and PTI Chairman**Current Position(S) in the Board:** Director**Nationality:** Thai**Age:** 68 year**Education:**

- Bachelor of Science (Chemistry), Chiangmai University
- Master of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University

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

- (1) Director Accreditation Program (DAP 63/2007)
- (2) Financial Statements for Directors (FSD 6/2009)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2018-present PTI Chairman, Diamond Building Products Plc.
 - 2007-present Director, 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:
 - 2015-2017 Chief Executive Officer and Management Committee Chairman, Diamond Building Products Plc.
 - 2013-2017 Chairman, Diamond Materials Co., Ltd. (Subsidiary company of Diamond Building Products Plc.)

Position in business which may create conflict of interest with the Company: None**Shareholding in the Company as of December 31, 2020:** 1,048,000 shares or 0.12%**Period of Directorship with the Company:** 13 years

Meeting Attendance Record: (1) Board of Directors' Meeting in 2020: Attended all 13 meetings
 (2) PTIs' Meeting in 2020: 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:** None

CURRICULUM VITAE OF MR. SATID SUSBUNTAD

Position in the Company: Director, PTI Committee Member,
Chief Executive Officer and
Management Committee Chairman

Current Position(S) in the Board: Director

Nationality: Thai

Age: 60 years

Education:

- Bachelor of Engineering, King Mongkut's Institute of technology North Bangkok
- Master of Science in Engineering Administration (Major in Marketing Technology) The George Washington University, Washington D.C., USA
- Managing Change and Change of Management in Asia, Insead Euro-Asia Center, Hong Kong (2/2000)
- Orchestrating Winning Performance International Institute for Management Development, Lausanne, Switzerland (6/2000)



Expertise: Business Management, Engineering

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

- (1) Director Certification Program (DCP 12/2001)
- (2) Finance for Non-Finance Director (FND 1/2001)
- (3) Audit Committee Program (ACP 8/2005)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2018-present Chief Executive Officer, PTI Committee Member and Management Committee Chairman, Diamond Building Products Plc.
 - 2007-present Director, Diamond Building Products Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 1 company as follows:
 - 2018-present Chairman, Diamond Materials Co., Ltd. (Subsidiary company of Diamond Building Products Plc.)
- (3) Work Experience during the Past 5 Years
 - 2007-2018 Corporate Governance Committee Member, Diamond Building Products Plc.
 - 2013-2017 Director, Diamond Materials Co., Ltd. (Subsidiary company of Diamond Building Products Plc.)
 - 2015-2017 Chief Operating Officer, Diamond Building Products Plc.

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

Shareholding in the Company as of December 31, 2020: 9,000,000 shares or 1.05%

Period of Directorship with the Company: 20 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2020: Attended all 13 meetings
- (2) PTIs' Meeting in 2020: Attended all 12 meetings
- (3) Management Committees' Meeting in 2020: Attended all 50 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

CURRICULUM VITAE OF MR. ANUN LOUHARANOO

Position in the Company: Independent Director,
Audit Committee Member
and NRC Committee Member

Current Position(S) in the Board: Independent Director

Position as the Independent Director:

Started from January 10, 2005, totaling 15 years

The total period of time in the position will be 18 years

when includes the office term proposed at this time until it ends.

Nationality: Thai

Age: 67 years

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)
- (10) Board Nomination & Compensation Program (BNCP 10/2020)

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, Thai Agro Energy Plc.
- (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 Power Indonesia
 - 1998-present Director, PT. Lanna Harita Indonesia
- (3) Work Experience during the Past 5 Years:
 - 2019-2019 Acting Chief Executive Officer, Thai Agro Energy Plc.
 - 2012-2018 Independent Director and Audit Committee Chairman, TCM Corporation Plc.
 - 2004-2015 Director, PT. Citra Harita Mineral (dissolved)



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

Shareholding in the Company as of December 31, 2020: 2,350,000 shares or 0.27%

Period of Directorship with the Company: 15 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2020: Attended all 13 meetings
- (2) Audit Committees' Meeting in 2020: Attended all 6 meetings
- (3) NRCs' Meeting in 2020: Attended all 3 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).

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 2020, the 35th Annual General Meeting of Shareholders (Year 2020) resolved to approve the annual bonus for the Directors at Baht 350,000 for the Chairman of the Board of Directors and Baht 300,000 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 2020 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2020 (in QR Code format) on page 159, under the section titled “Meeting Attendance and Remuneration of Directors/Committee members” 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 2021.

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 2020 on 290 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	69,663	2,500	690,000	34,947	2,500	208,000
Building & Construction Materials Sector	77,786	14,375	320,000	42,070	7,250	150,000
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	37,150	5,000	450,000	25,295	1,875	200,000
Building & Construction Materials Sector	38,109	8,750	150,000	27,150	4,375	100,000
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	29,773	2,083	120,000	19,849	1,667	100,000
Building & Construction Materials Sector	27,313	5,000	80,000	16,875	5,000	60,000
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	30,169	4,167	120,000	20,759	3,333	100,000
Building & Construction Materials Sector	19,375	4,167	45,000	7,459	4,167	10,000
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	1,030,855	19,500	6,811,565	673,910	20,000	3,934,426
Building & Construction Materials Sector	1,206,038	100,000	6,811,565	690,800	100,000	3,600,000
Diamond Building Products Public Co.,Ltd.	350,000			300,000		

Board of Directors' Opinion

The Board of Directors' Meeting No. 346 (1/2021) dated January 25, 2021 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 2020 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2021 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 is proposed to remain the same as previous year as the Company's operating results in 2020 were similar to 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 Charwa (has been the auditor signing the Company's financial statements since 2018 totaling 3 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 2021 and previous auditor for year 2020 are as follows:

Description (Unit : Baht)	Year 2021	Year 2020	Increase (Decrease)	
			Amount	%
Company's Audit Fee				
- Yearly Audit Fee	1,320,000	1,420,000	(100,000)	(7.04%)
- Quarterly Reviewed Financial Statement (3 quarters)	150,000	150,000	-	-
- Quarterly Consolidated Financial Statements Preparation (3 quarters)	150,000	150,000	-	-
Total	1,620,000	1,720,000	(100,000)	(5.81%)

(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 2021 and 2020 is as follows.

Description (Unit : Baht)	Year 2021	Year 2020	Increase (Decrease)	
			Amount	%
Subsidiary Company's Audit Fee				
- Yearly Audit Fee	300,000	350,000	(50,000)	(14.29%)
- Quarterly Reviewed Financial Statement (3 quarters)	60,000	60,000	-	-
Total	360,000	410,000	(50,000)	(12.20%)

(5) During the past year 2020, the Company and the subsidiary company only used audit services without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.

(6) The Audit Committee has considered the selection of auditors who possesses the qualification, quality, working standard, expertise and auditor independence, as well as the past work experience to be in good standard. After consideration and comparison of the workload and the audit fee, the Audit Committee has selected the auditor from KPMG Phoomchai Audit Ltd., whom is a qualified public accountant according to the regulations of the Securities and Exchange Commission.

(7) Accordingly, the Audit Committee has proposed its opinions to the Board of Directors to obtain approval from the Shareholders' Meeting for the appointment of an auditor from KPMG Phoomchai Audit Ltd., according to the following name list, whoever, to be the Company's auditor for year 2021, 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 2021 for a total of Baht 1,620,000, which is a decrease of 5.81 percent from year 2020.

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. 346 (1/2021) dated January 25, 2021, 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 2021, having the audit fee for year 2021 totaling Baht 1,620,000 or a decrease from year 2020 of Baht 100,000 or 5.81 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 8

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

Background and Rationale

The Company has undertaken the Share Repurchase Program for financial management purpose, having been approved by the Board of Directors' Meeting No. 335 dated March 23, 2020, with maximum amount of share repurchase not exceeding Baht 517,000,000 (Five hundred and Seventeen million Baht) and number of share repurchase not exceeding 9.92 percent of the total paid-up shares or equivalent to 94,000,000 shares. Accordingly, the Company had completed the share repurchase within the specified period (from May 7, 2020 to May 26, 2020). The total number of repurchase shares in the program is 92,928,700 shares or 9.80 percent of the total paid-up capital with the cost of share repurchase valued at Baht 511,961,400.11 and after the specified period for the resale of shares has ended (from November 27, 2020 to December 31, 2020), therefore there remains unsold repurchase shares totaling 92,928,700 shares.

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

Board of Directors' Opinion

In compliance with the Company's Articles of Association, the Board of Directors' Meeting No. 346 dated January 25, 2021 has resolved to reduce the capital by writing off the repurchase shares after the resale period has ended, in which the Board of Directors will propose to the 36th Annual General Meeting of Shareholders (Year 2021) for consideration and approval of the reduction of Company's registered and paid-up capital for the amount of Baht 92,928,700 from the previous registered capital of Baht 947,961,800 to become a new registered capital of Baht 855,033,100, dividing into common stock of 855,033,100 shares at a par value of Baht 1.00 per share and previous paid-up capital of Baht 947,961,800 to become new paid-up capital of Baht 855,033,100 at a par value of Baht 1.00 per share, as well as the amendment to Clause 4 of the Company's Memorandum of Association to conform with the reduction of registered and paid-up capital, as follows.

Original Statement is as follows

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

Amended Statement is as follows

Article 4 The registered capital is	855,033,100	Baht	(Eight hundred fifty-five million thirty-three thousand one hundred Baht only)
divided into	855,033,100	shares	(Eight hundred fifty-five million thirty-three thousand one hundred shares)
at a par value of	1.00	Baht	(One Baht only)
The shares are divided into	855,033,100	shares	(Eight hundred fifty-five million thirty-three thousand one hundred shares)
Preferred shares	-	shares	(-)

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

Voting Procedure

According to the Article 42(2) of the Company's Articles of Association, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of votes attending the meeting with voting right.

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

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

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

ATTENDANCE BY PROXY

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

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

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

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

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

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

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

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

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

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

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

- Mr. Sakda Maneeratchatchai: 9/50 Moobansupalai Suwanpoom, Ladkabang Road, Ladkabang, Bangkok 10520
- 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

The parents or the lawful legal guardian shall attend the meeting in person or by proxy, providing the minor’s household registration documents in addition to the other required documents as mentioned previously.

IN THE EVENT THE SHAREHOLDER IS CONSIDERED INCOMPETENT OR SEMI-INCOMPETENT

The guardian or caregiver shall attend the meeting in person or by proxy, provided that a valid court order appointing the guardian or caregiver (valid for no later than one month prior to date of the meeting) and signed by the Court clerk is produced for the meeting.

MEETING REGISTRATION

The Company’s staff will commence registration of shareholders who wish to attend the meeting no less than 2 hours before start of the meeting or from 8:00 hrs. – 10:00 hrs. on the day of the meeting.

VOTING

- (1) Voting will be counted openly, with one share being counted as one vote.
- (2) When voting by proxy, the proxy holder must vote according to the remark that the grantor has stipulated in the proxy form.
- (3) A resolution of the meeting must be comprised of:
 - (3.1) In a normal case, the resolution must be passed by a majority of votes.
 - (3.2) In other cases, by which the law and/or the Company’s Articles of Association specify differently, the voting shall be conducted accordingly, during which the Chairman of the meeting shall notify the shareholders prior to voting on the particular agenda.
- (4) In the case of an equal number of votes, the Chairman of the meeting shall have the right for a casting vote.
- (5) Any shareholder with a conflict of interest in any given matter is prohibited from voting on said matter and the Chairman of the meeting may ask the voter to leave the meeting temporarily.
- (6) A secret vote or poll may be used if proposed by no less than 5 shareholders and has been approved by the meeting. The procedures for voting will be determined by the Chairman of the meeting and shareholders will be informed prior to voting on the issue.

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

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

- Article 3 Where no other provisions are stated in these Articles, the provisions of the law concerning public limited companies shall apply and govern in every respect.
- Article 37 The Board of Directors must arrange the shareholders' meeting which is the Annual General Meeting of Shareholders within 4 months after the end of the Company's financial year.
Other shareholders' meetings apart from the said shareholders' meeting shall be called extraordinary meeting of shareholders, by which the Board of Directors shall convene the extraordinary shareholders' meeting when deems appropriate.
One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of paid-up shares may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to convene the shareholders' meeting within forty-five (45) days after having received the letter from the shareholders."
- 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 the event that, within one (1) hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a letter of summoning of the meeting shall be sent to the shareholders not later than seven (7) days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.
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 36th General Annual Meeting of Shareholders (year 2021), 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, Mitrphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000** within Thursday, April 22, 2021. 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 22, 2021.

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.

Duty Stamp
20 Baht

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.....Post Code.....Country.....

(2) As a shareholder of Diamond Building Products Public Company Limited,

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

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

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

(3) Hereby granting proxy to:

(1) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....or,

(2) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....or,

(3) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....

only one of above as my/our proxy to attend and vote in the 36th Annual General Meeting of Shareholders (Year 2021) to be held on April 23, 2021 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.

Duty Stamp
20 Baht

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.....Post Code.....Country.....

(2) As a shareholder of Diamond Building Products Public Company Limited,

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

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

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

(3) Hereby granting proxy to:

(1) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....or,

(2) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....or,

(3) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....

only one of above as my/our proxy to attend and vote in the 36th Annual General Meeting of Shareholders (Year 2021) to be held on April 23, 2021 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 35th Annual General Meeting of Shareholders (Year 2020)

(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 2020

(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, 2020

(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: To Consider and Approve the Reduction of Registered and Paid-up Capital by Writing Off
 Unsold Repurchase Shares according to Share Repurchase Program for Financial Management
 Purpose and the Amendment on Clause 4 of Company's Memorandum of Association in
 Conformity with the Reduction of Registered and Paid-up Capital
 (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 (B) The Proxy is authorized to vote according to my/our wish as follows:
 Approve Disapprove Abstain
- Agenda No. 9: Other Matters (if any)
 (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 (B) The Proxy is authorized to vote according to my/our wish as follows:
 Approve Disapprove Abstain
- (2) Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation
 (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 (B) The Proxy is authorized to vote according to my/our wish as follows:
 Appointment of the group of Directors
 Approve Disapprove Abstain
 Appointment of Individual Director
Director's Name: Mr. Chaiyut Srivikorn
 Approve Disapprove Abstain
Director's Name: Mr. Asanee Chantong
 Approve Disapprove Abstain
Director's Name: Mr. Satid Sudbuntad
 Approve Disapprove Abstain
Director's Name: Mr. Anun Louharanoo
 Approve Disapprove Abstain



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

(6) If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any acts undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in every respect.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Notes:

(1) A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.

(2) The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.

(3) In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form B) as attached .

Annex to the Form of Proxy Form B

Grant of proxy as a shareholder of Diamond Building Products Public Company Limited

At the 36th Annual General Meeting of Shareholders (Year 2021) to be held on April 23, 2021 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

Duty Stamp
20 Baht

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.....Post Code.....Country.....

As the Custodian of Shares for

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) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....or,

(2) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....or,

(3) Ageyears, residing at No.....Road.....

Sub districtDistrict.....Province.....Postal Code.....

only one of above as my/our proxy to attend and vote in the 36th Annual General Meeting of Shareholders (Year 2021) to be held on April 23, 2021 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 ofshares with right to number of votesvotes

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

For a total voting right ofvotes

(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 35th Annual General Meeting of Shareholders (Year 2020)

(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 2020
- (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, 2020
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 4: To Consider and Approve the Appropriation of Earnings
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 6: To Consider the Remunerations of the Directors
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fee
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 8: To Consider and Approve the Reduction of Registered and Paid-up Capital by Writing Off Unsold Repurchase Shares according to Share Repurchase Program for Financial Management Purpose and the Amendment on Clause 4 of Company's Memorandum of Association in Conformity with the Reduction of Registered and Paid-up Capital
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 9: Other Matters (if any)
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- (2) Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Appointment of the group of Directors
- Approve.....votes Disapprove.....votes Abstain.....votes



- Appointment of Individual Director
Director's Name: Mr. Chaiyut Srivikorn
- Approve.....votes Disapprove.....votes Abstain.....votes
Director's Name: Mr. Asanee Chantong
- Approve.....votes Disapprove.....votes Abstain.....votes
Director's Name: Mr. Satid Sudbuntad
- Approve.....votes Disapprove.....votes Abstain.....votes
Director's Name: Mr. Anun Louharanoo
- 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 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) The Proxy Form C is only used for the case that the shareholder in the registry book is a foreign investor with appointment of the custodian of shares in Thailand.
- (2) The evidence required along with the Proxy Form are as follows:
 - (1) Power of Attorney from the shareholder granting authority for the custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Document confirming that the signatory of the Proxy Form has custodian business license.
- (3) A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
- (4) The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
- (5) In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form C) as attached .

Annex to the Form of Proxy Form C

Grant of proxy as a shareholder of Diamond Building Products Public Company Limited

At the 36th Annual General Meeting of Shareholders (Year 2021) to be held on April 23, 2021 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

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

Name - Surname: MR. SAKDA MANEERATCHACHAI
Position: Independent Director and Audit Committee Chairman
Nationality: Thai
Age: 76 years
Address: 9/50 Moobansupalai Suwanpoom, Ladkabang Road,
Ladkabang, Bangkok 10520



Education:

- Bachelor of Electrical Engineering, FEATI University, Philippines

Expertise: Engineering

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

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

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed companies as follows:
 - 2009-present Independent Director and Audit Committee Chairman,
Diamond Building Products Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) : None
- (3) Work Experience during the Past 5 Years: None

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2020 : 4,099,600 shares or 0.48%
- (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
 Position: Independent Director, Audit Committee Member and Corporate Governance Committee Chairman
 Nationality: Thai
 Age: 70 years
 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, 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, 2020 : 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
Position: Independent Director and Corporate Governance
Committee Member
Nationality: Thai
Age: 67 years
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, 2020 : 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 FORM 56-1 ONE REPORT 2020

If the shareholder wishes to receive a hard copy of the Form 56-1 One Report 2020, please kindly provide the name and address below for the delivery of the Form 56-1 One Report 2020.

<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.

<p style="text-align: center;">Accounting and Finance Division Diamond Building Products Public Co., Ltd. 69-70 Moo 1, Mitraphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000</p>

The Company shall send the hard copy of the Form 56-1 One Report 2020 to the shareholder at the earliest convenience.

SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2021)

Shareholders can submit their inquiries relating the agenda in the 36th Annual General Meeting of Shareholders (Year 2021) to the Company via different channels as follows:-

- (1) Shareholders can submit inquiries together with personal information, as detailed below.
 - Name, address, telephone number, facsimile number and E-mail (if any) of shareholders
 - Inquiry on the agenda item and supplementary information (if any)
- (2) Channels for receiving inquiries
 - By E-mail Address: Corpcenter@dbp.co.th
 - By Facsimile: 0 3622 4187 by (Using the attached Form)
- (3) Period opened for submission of inquiries

Shareholders can submit their inquiries relating the agenda for the 36th Annual General Meeting of Shareholders (Year 2021), from March 22, 2021 until April 12, 2021.

Accordingly, the Shareholder may submit the inquiry from March 22, 2021 through April 12, 2021. The Company will consider answering inquiries submitted at the time of the 36th Annual General Meeting of Shareholders (Year 2021), through E-mail, facsimile, or any other communication channels as deemed appropriate.



FORM OF INQUIRIES

FOR THE AGENDA OF THE 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2021)

(1) Shareholder’s Information

Name :

Address :

.....

Telephone No. : Fax No. :

E-mail Address :

(2) Inquiries on the agenda in the 36th Annual General Meeting of Shareholders (Year 2021)

Agenda 1 : To Adopt and Approve the Minutes of the 35th Annual General Meeting of Shareholders (Year 2020)

Inquiries :

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Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2020

Inquiries :

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Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2020

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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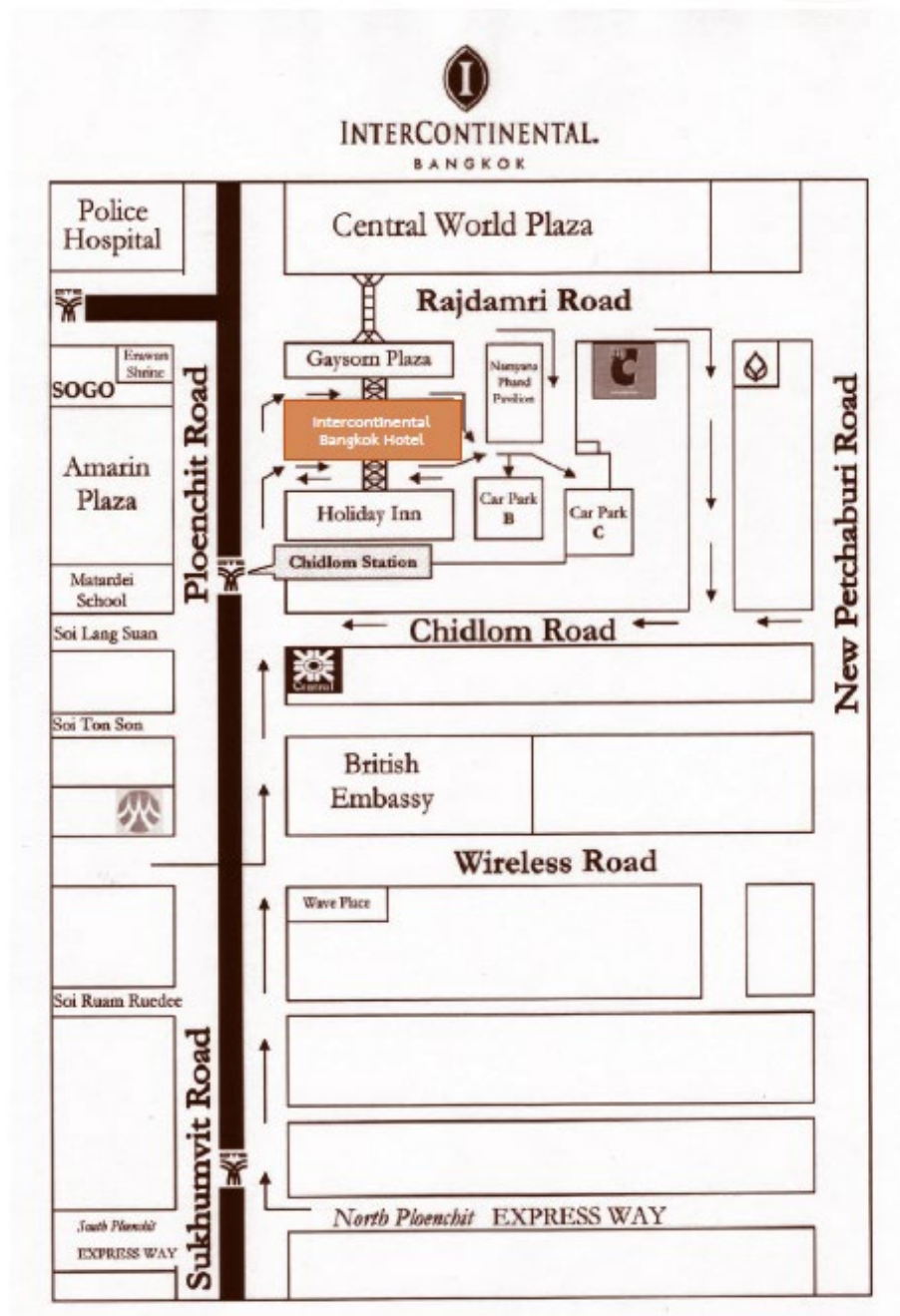


Agenda 8: To Consider and Approve the Reduction of Registered and Paid-up Capital by Writing Off Repurchase Shares according to Share Repurchase Program for Financial Management Purpose and the Amendment on Clause 4 of Company’s Memorandum of Association in Conformity with the Reduction of Registered and Paid-up Capital

Inquiries :
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Agenda 9 : 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



DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

Head Office

69-70 Moo 1, Mitraphap Road, Km. 115,
Tambon Talingchan, Amphur Muang, Saraburi 18000
Tel. : 0 3622 4171-8 | Fax : 0 3622 4187

Branch Office 1

408/163-165, Phaholyothin Place Bldg., 40th Floor,
Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400
Tel. : 0 2619 0742 | Fax : 0 2619 0488

Branch Office 2

269 Moo 3, Tambon Samran, Amphur Muang,
Khon Kaen 40000
Tel. : 0 4339 3390-1

Branch Office 3

169-170 Moo 4, Mitraphap Road, Tambon Tan Diao,
Amphur Kaengkhoi, Saraburi 18110
Tel. : 0 3622 4171-8 Ext. 401-420



www.dbp.co.th