



Invitation to the 37th Annual General Meeting of Shareholders (Year 2022)



Friday, April 22, 2022 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.**

Diamond Building Products Public Company Limited



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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. 021 / 2022

April 1, 2022

Subject: Invitation to the 37th Annual General Meeting of Shareholders (Year 2022)
Attention: Shareholder
Enclosed: (1) Form 56-1 One Report Year 2021 (in QR Code format)
(2) Minutes of the 36th Annual General Meeting of Shareholders (Year 2021)
(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 37th Annual General Meeting of Shareholders (Year 2022) to be held on Friday, April 22, 2022 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 36th Annual General Meeting of Shareholders (Year 2021)

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 2021

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2021, 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, 2021

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, 2021, 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 0.46 per share, in which the interim dividend payment of Baht 0.22 per share had already been approved and paid to the shareholders on September 10, 2021, therefore leaving a remaining Baht 0.24 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 3 Directors retired by rotation for another term of office, namely, Mr. Chatchai Teepsuwan, Mr. Woodthikrai Soatthiyanon, Mr. Thanit Pulivekin, and consideration and appointment of Mr. Sunthorn Suwannajade to be the Director in place of Mr. Maitree Tawonatiwasna who had notified that he would not take up the position of Director again at the end of his office term, 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 2022, according to details

in the document attached herewith, which can be summarized as follows:

- (1) Fixed monthly remunerations shall remain the same for the Board of Directors and every sub-committee.
- (2) The annual bonus for the Directors is proposed to remain the same as previous year as the Company's operating results in 2021 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.
- (3) A proposal to pay remunerations to non-executive of the Production Technology and Innovation Committee members with a monthly fixed payment as follows: Chairman of the Production Technology and Innovation Committee receives Baht 20,000 and each the Production Technology and Innovation Committee members receives Baht 10,000.

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 2022, 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, the same as previous year, as considered and approved by the Audit Committee, according to details in the document attached herewith.

Agenda 8: To Consider and Approve the Amendment to Article 39 and Article 42 of the Meeting of Shareholders Chapter of the Company's Articles of Association in Accordance with the law

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the amendment to Article 39 and Article 42 of the Meeting of Shareholders Chapter of the Company's Articles of Association in accordance with the Emergency Decree on Electric Meeting B.E. 2563 (2020) and Public Limited Companies Act B.E. 2535 (1992) , 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, 2021 through December 31, 2021. 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 37th Annual General Meeting of Shareholders (Year 2022) and rights to receive dividends on the Record Date of Wednesday, March 9, 2022.

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 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2021)

Background and Rationale

The Company convened the 36th Annual General Meeting of Shareholders (Year 2021) on Friday, April 23, 2021 from 10:00 hrs. to 11:25 hrs. at Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the meeting that had been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with this meeting invitation.

Board of Directors' Opinion

The Board of Directors has considered that the aforementioned minutes of the meeting was correctly recorded in accordance with the resolutions of the Shareholders' Meeting. Therefore, the Board of Directors proposes that the minutes of the 36th Annual General Meeting of Shareholders (Year 2021) 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 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2021) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The meeting was held on Friday, April 23, 2021 at 10:00 hrs. at Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

Mr. Prakit Pradipasen, the Chairman of the Board of Directors, is the Chairman of the shareholders' meeting. The Chairman informed the meeting that in order to make this meeting of shareholders correctly, completely and cover all matters as required by law, therefore, Mr. Pongpol Jakkarn, Assistant Manager of Corporate Communications Division, was assigned to briefly explain the voting and vote counting procedures for consideration in each agenda item. The details were shown in the invitation letter sent to all shareholders in the form of a QR code prior to this 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, 2020 until December 31, 2020. 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 in the form of a QR code which had been forwarded to the shareholders.
- (2) The Company had disseminated the Invitation to the 36th Annual General Meeting of Shareholders (Year 2021) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 22, 2021 until April 12, 2021, 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 of normal case except for Meeting **Agenda No. 6 and Agenda No. 8, which are considered as other cases.**
 - (4.2) **In other cases** where different law and/or Company's regulation apply differently from the normal case, the voting and meeting resolution procedure shall proceed according to such law and/or regulation.
 - **Agenda No. 6 on the consideration for the remuneration of the Directors** where resolution must be approved at the shareholders' meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting with voting right. Accordingly, every Director has direct interest on this particular meeting agenda and therefore all the Directors shall abstain from voting on such meeting agenda.
 - **Agenda No. 8 on the consider the reduction of registered capital and paid-up capital, an amendment to the Articles of Association, Objectives, and the Memorandum of Association of the Company:** Voting in this agenda will require votes according to Article 42 (2) of the Company's Articles of Association, by voting not less than three-quarters (3/4) of the total number of shareholders attending the meeting with voting right.

- (5) In order to achieve a quick vote counting process for each meeting agenda, only “Disapprove” or “Abstain” votes shall be counted and the remaining shall be considered as “Approve” votes. Those who disapprove or abstain from voting should use the voting ballots, which were distributed during the registration prior to the meeting. At the end of each meeting agenda, the Chairman shall inform every shareholder to vote by filling out the said voting ballot and return it to the coordinating staff in the meeting room for vote counting using the Barcode system.
- (6) Due to the new spread of COVID-19 virus disease, the Company is concerned about the health and safety of shareholders and attendees at this meeting. Therefore, measures and practices have been established for meeting attendance according to government announcements. To prevent the spread of COVID-19 virus infection, the Company arranged to screen the meeting attendees by providing spacing and limiting the number of people in the meeting room and asked for cooperation for all shareholders to wear a mask during the meeting. However, the Company reserves the right not to allow persons who have not passed the screening measures, such as having excess body temperature, do not wear masks, and have recently returned from high-risk countries or in risky areas in the country according to government announcements to participate in this meeting.

For shareholders who are unable to attend the meeting in person this time, the Company will broadcast the meeting via Facebook Live Page: DiamondBrandOfficial from 10:00 hrs. If any shareholder has questions, please type in the field “**Comment**” with your first-last name followed by a question, and the Company will consider answering your questions at the end of the meeting.

- (7) For the shareholders’ meeting room, the Company has arranged the seats to be spaced as recommended by the Ministry of Public Health and to limit the number of attendees according to the announcement of the Bangkok Metropolitan Administration.

Then, it was entered into the 36th Annual General Meeting of Shareholders (Year 2021) by introducing directors, executives, auditors from KPMG Phoomchai Audit Ltd., and representatives from the Thai Investors Association, with the following names:

(A) There were 12 directors attending this meeting, representing 100 percent of the total number of directors of the Company, whose names 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 and Production Technology and Innovation Committee Member |

(B) Executives Attending the Meeting comprising of the following 4 persons:

- (1) Ms. Thanakarn Phanthapirat 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 Management Committee Member and Assistant Chief Executive Officer Central Management and Assistant Company Secretary

(C) Representatives from KPMG Phoomchai Audit Ltd., comprising of the following 2 persons:

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

(D) Representative from the Thai Investors Association: one person, Miss Pawinee Mahakonphet**The meeting started.**

The Chairman opened the meeting and thanked all shareholders and proxies for attending the shareholders' meeting today despite the crisis of the severe COVID-19 epidemic. The Chairman stated that 58 shareholders were attending the meeting in person, holding 61,197,081 shares and by proxy, 29 shareholders holding 577,440,291 shares, totaling 87 shareholders, holding a total of 638,637,372 shares, representing 74.69 percent of total issued shares and voting rights. Therefore, it constituted a quorum according to the Company's requirements. The Company's directors of 12 people attended this meeting, representing 100 percent of the total number of directors of the Company. The meeting was then commenced according to the following agendas.

AGENDA 1: TO ADOPT AND APPROVE THE MINUTES OF THE 35TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2020)

The Chairman proposed that the shareholders' meeting consider approving the Minutes of the 35th Annual General Meeting of Shareholders (Year 2020) held on Friday, April 24, 2020. It has been submitted together with this invitation letter and has already published on the Company's website. The Board of Directors have considered and viewed that the aforementioned minutes of the shareholders' meeting was correctly recorded in accordance with the resolution of the shareholders' meeting.

The Chairman provided opportunities for shareholders to express opinions and raise questions. It appeared that no shareholders expressing opinions and making inquiries, the Chairman, therefore, proposed the meeting to certify the Minutes of the 35th Annual General Meeting of Shareholders (2020) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 35th Annual General meeting of Shareholders (Year 2020) held on April 24, 2020 as proposed above, with the following number of votes:

Approved:	641,727,689	votes	or	100.00	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent

Of the total 641,727,689 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 2020

The Chairman said that amid the crisis of the COVID-19 epidemic that occurred this year and severe economic and competitive pressures. There have been numerous operational barriers and government measures such as cross-border transportation, cross-country, and formalities. The Board of Directors is proud to report to the shareholders that the Company has operated in the past 2020, exceedingly almost every expectation. The sales and net profit were close to 2019. Still, the net profit per share was about 5 percent higher as a result of the Company repurchasing the shares, including the expansion in the siding board products line that resulted in an increase of approximately 5 percent of the production capacity, which was completed smoothly, on time, and within the budget limit. The newly installed machines have the performance and quality as specified in all respects. In addition, in the past year, the Company received awards from the Stock Exchange of Thailand and other institutions. Finally, the best thing is that the directors, executives, and employees of the Company are not infected with COVID-19. As in the past year, success this year is due to the unremitting and dedication of management and all employees. In addition to working hard, there are also ongoing initiatives to create cost reduction and enhance process efficiency. On behalf of the Board of Directors, the Company took this opportunity to thank the management and all employees for the 2020 performance. In this regard, Mr. Satid Sudbuntad, Chief Executive Officer, and the Company's executives, namely Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer Sales and Marketing, and Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering, are invited to present the performance. There are important points as follows:

- (1) Summary of operating results for the year 2020:** Mr. Satid Sudbuntad, Chief Executive Officer, reported that the Group Revenue from sales of goods and services was 4,381.05 million baht, a decrease of 7.72 percent from the previous year and a net profit of 557.42 million baht, a decrease of 2.47 percent from the previous year. Excluding special items, the Company's group had a net profit of 547.24 million baht, a decrease of 0.19 percent from the previous year. Revenue from sales of agents in the country increased 4.68 percent, which could offset revenue from the international market (Export), large retail stores (Modern Trade), and housing projects (Project), which has decreased income due to the epidemic situation COVID-19 virus infection. However, in 2020, the Company had a total operating cash flow of 844.13 million baht, an increase of 22.7 percent from the previous year, giving the Company liquidity and sufficient cash flow to buy back shares, pay dividends, and pay interest, etc. Details as follows:
 - (1.1) The proportion of revenue from sales of products and services classified by activity type is as follows: (A) 93 percent of the revenue from merchandise sales, including sales of roof, board, ceiling, siding board and special products groups, etc.; and (B) 7 percent of service income, namely roof stripping service, roof installation service and transportation services, etc.
 - (1.2) The proportion of revenue from sales of products and services classified by product group is as follows: Roman Tiles, Small Corrugated Tiles, Jatulon Tiles Group accounted for 31 percent; Siding Board Products accounted for 19 percent; Concrete Tiles accounted for 14 percent; and other items accounted for 36 percent.
- (2) Capacity rate:** The Group has an annual production capacity of 2020, totaling 1,100,000 metric tons per year. The details are as follows: (1) 90 percent are in Saraburi, (2) 5 percent are in Chiang Mai, and (3) 5 percent are in Khon Kaen province. In 2021, it will have an additional capacity of 55,000 metric tons per year from the NT-11 production line investment project, which will bring the Group's total production capacity of 1,155,000 metric tons per year or up 5 percent.

- (3) **Distribution channels:** The Company has four distribution channels for the year 2020: (1) Dealer (Agent) 59 percent, (2) Export (Export) 17 percent, (3) Large retail stores (Modern Trade) 16 percent, and (4) work on a housing project (Project) 8 percent.
- (4) **Operating guidelines and plans of the Company in 2021 can be summarized as follows:**
- (4.1) Setting a goal to grow at least 5 percent by expanding the business to top-up **“Complete Set of Beauty, entirely filled with Diamond Brand”** by doing the following: (1) focus on customers to order products to be able to build a whole house, (2) aiming for partnerships with prefabricated house building companies, (3) aiming to create a “Quickly Installation Innovation” to save installation labor costs.
 - (4.2) Aiming to expand the market in all channels both domestically and internationally by using marketing promotion devices, creating applications, and communicating via Social Media channels.
 - (4.3) Focus on inventing **“Manufacturing Innovation”** to improve efficiency, reduce human labor, and reduce production costs.
 - (4.4) Aiming to create **“Diamond People”** to be creative, new products in the roofing group, siding board product group for a bigger difference.
 - (4.5) Aiming to reduce financial burden and increase liquidity in order to have sufficient cash flow for continuous business operations.
- (5) **Other management areas are summarized as follows:**
- (5.1) **Corporate governance:** In 2020, the Company received 8 awards of pride from the Stock Exchange of Thailand and other institutions. Several awards have been received consecutively over the years, such as Thailand Sustainability Investment (“THSI”) awards for the 4th consecutive year, etc. There are four new awards received this year: (1) Royal Award for Thailand Corporate Excellence Awards 2020 in the category of overall management excellence from Her Royal Highness Princess Maha Chakri Sirindhorn, (2) Outstanding CEO Awards from 8 finalists, (3) Outstanding Company Performance Awards, and (4) Thailand Kaizen Award 2020 in Genba Kaizen Group, etc.
 - (5.2) **Anti-Corruption:** The Company has developed anti-corruption activities by being certified as a member of the Thai Private Sector Collective Action Coalition against Corruption since 2015. The Anti-Corruption Policy of the Company has been established, and the Anti-Corruption Manual has been prepared to disseminate and provide training for employees to acknowledge. The Company has renewed its certification as a member of the 2nd Thai Private Sector Collective Action Coalition Against Corruption on August 21, 2018. In 2019, the Company has established a No Gift Policy and in 2020, has reviewed the Anti-Corruption Manual to disseminate and organize training for employees to apply for a renewal of membership of the Thai Private Sector Collective Action Coalition Against Corruption, the third time on August 21, 2021.
 - (5.3) **Social and Environmental Responsibility (CSR Activities):** The Company has organized activities in the communities surrounding the Company in 2020, including project activities **“Diamond Heart Technicians”** in collaboration with Phra Dabos Foundation and Saraburi Technical College, organizing various activities with the community, and donating products to help the community, etc.
- (6) **Sales and Marketing Policy:** Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer Sales and Marketing, reported that the Company plans to maintain its growth by developing new products and services, marketing communications via various social media channels, and continually making various promotional equipment for customers. In the situation of releasing COVID-19 virus infection, one of the things that the Company is determined is that there must

be more communication with customers to support the Company's distribution channels to continue continuously. Therefore, it stipulates sales and marketing policies as follows:

- (6.1) Maintaining continued growth:** The new lineup includes Truss, Autoclaved Aerated Concrete, Siding Board Product Group, Steel Roof with Volcanic Rock Coating from New Zealand, and brisk selling and buying products. The Company plans to expand these new products through the store's distribution channels to be more comprehensive. In addition, distribution channels for customers from large retailers (Modern Trade) and home builders have been expanded. New services are provided, including **Re-Roof** (re-roofing) for homes that homeowners encounter with incorrigible roof leakage, **Re-Paint** Roof services for old homes with fade roof color, and plan to provide a service to build a small shop to a group of customers or SME entrepreneurs as well.
- (6.2) Building customer relationships:** The Company has worked with various dealers to communicate and meet customers directly, such as creating promotions to increase the product turnover in the store and suggesting suitable selling prices to customers under the competition situation. It includes adding new customer groups such as (1) home building group offering various products, (2) general customer group offering roof repair (Re-Roof / Re-Paint) and kitchen counter installation, (3) trader group offering ready-made bathrooms, d finished shops both inside and outside the building, etc.
- (6.3) Product and service development:** The Company offers vinyl roof tiles to meet customer needs, projects for garage or kitchen renovation, roof repair services (Re-Roof / Re-Paint), building ready-made stores, and providing services for installing lightweight counters, etc.
- (6.4) Communication development and advertising:** The Company has continuously communicated through social media such as Facebook, Instagram, and Twitter. Currently, there is advertising through YouTube with emphasis on educating on how to use the Company's products correctly, and via Facebook Live to introduce the shop of customers in each area. In addition, the Company uses Zoom and Microsoft Team in meetings with customers. New products are taught and introduced to overseas customers, whether Laos, Cambodia, or India customers. This is because sales representatives cannot travel to meet customers, so they have to use various technologies to help them increase sales efficiency.
- (7) Manufacturing and Engineering Policy:** Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering reported on the environmental, social, and economic sustainability programs based on corporate governance, which were implemented in 2020 as follows:

 - (7.1) Sustainable Development:** Addressing the challenges of the environment, the rapidly changing business practices, and economic growth with the increasing use of natural resources have led to global warming, resulting in shortages of natural raw materials, rising production costs, and impact on consumers, communities, and the environment. The Company has implemented the production management according to the sustainable development guideline by using the circular economy through the **3R** process, namely (1) **Reduce:** use by sparingly; (2) **Reuse:** such as bringing Pallets contain raw materials from abroad to be used for packing products to reduce logging and reduce CO₂ and lime consumption; (3) **Recycle:** such as bringing water, and sludge, wood dust, steam and scraps from autoclaved aerated concrete production, fiber cement tile production process to be used in new production, etc.

- (7.2) Innovation:** The Company received the award “**Innovation Organization**” in 2018 from the Stock Exchange of Thailand and the National Innovation Agency by adopting innovations in the manufacturing process (Smart Factory) such as automation and robotics (Robot & Automation), Internet of Things (IoT) and Artificial intelligence (AI), etc. to reduce labour work in moving and lifting heavy goods. It has reduced injuries from work and reduced the turnover rate of employees to support access to the Aging Society of Thailand, etc.
- (7.3) Supply Chain Management:** Manufacturing focuses on managing together with alliances or partners through negotiations and agreements, which are mutually beneficial, driving the organization to excellence, and make raw material management sufficient with competitive cost.

The Chairman provided opportunities for shareholders to express their opinions and raise questions as follows:

Mr. Pramote Libratanasakul, a minority shareholder, asked the following questions.

- (1) Where does the Company export its products to? Is it likely for better or worse?
- (2) What percentage of the Company’s sales in the southern region of the total sales?
- (3) How does the situation of the outbreak of the COVID-19 virus affect the Company?
- (4) Does the Company use artificial intelligence (AI) to assist in management?

Mr. Satid Sudbuntad, Chief Executive Officer, answered as follows:

- (1) The Company currently has an export proportion of approximately 17 percent, of which 70-80 percent of the countries that are exported are the CLMV group, including Cambodia, Laos, Myanmar, and Vietnam. As for Myanmar, some of you may have questioned whether the situation of Myanmar will have an impact on the Company or not. In this regard, we would like to inform you that exports to Myanmar account for less than 5 percent; therefore, it has no impact on the Company, and the Company can still transport products along the border.
- (2) The Company has its main production base in Saraburi Province. The northern base in Chiang Mai province is an autoclaved aerated concrete production line. The production base in the northeast is in Khon Kaen province. Therefore, sales in the southern region are the lowest proportion, about 7-8 percent only. The reason is that there is a high logistic cost, with the main customers being the southern central region, namely Surat Thani Province and the three southern border provinces, which mainly use ship transportation.
- (3) The first COVID-19 epidemic occurred around February - March 2020, with lockdowns, the closure of large retail stores (Modern Trade), causing the Company’s revenue to decline 7-8 percent. As Chief Executive Officer has initially informed (1) the Company emphasizes building safety for employees and business partners, (2) the Company’s transactions can continue to sell products, but in some areas, the transportation may be delayed.
- (4) According to Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering has already reported using AI in production management. The Company has appointed a manufacturing technology and innovation committee to develop automation and robots in the production process to be modern in order to reduce production costs, reduce human labor, and reduce labor shortages. Each year, the Company has various projects such as developing a robot to pack products in the point of hard work which can reduce a lot of human labor and applying Internet of Things (IOT) to control the water supply plant without manual labor, etc. The management will continue to follow the aforementioned production cost reduction policy.

Mr. Suppa-at Pongtiwat, a minority shareholder, made the following inquiries:

- (1) What percentage of the Company's international revenue and how many percentages plans to be increased? Since housing development in Thailand is becoming more mature due to an aging society.
- (2) In the future, every house may be a solar roof and has a platform that can share or distribute the remaining electricity to other houses by the platform owner as of the fee-collecting intermediary. How will the Company adjust and will develop the roof to be a solar roof?
- (3) What are the Company's plans for growth in the next 3-5 years?
- (4) In April 2021, there was a new wave of the COVID-19 epidemic. How did it affect the Company's operating results?
- (5) Which company has the second-largest share of the market?
- (6) What is the Company's method to increase the Company's sales?

Mr. Satid Sudbuntad, Chief Executive Officer, answered as follows:

- (1) The proportion of international revenue is approximately 17%, with the Company aiming that the proportion of international revenue will increase to 20 percent. Still, due to obstacles to lockdown and problems of neighboring countries, it may not be able to achieve the goal.
- (2) The Company has been studying solar roofs all the time by doing it in parallel, but the Company focuses on selling roof system products made from concrete and fiber cement. Some project partners look at the selling point in terms of using solar cells. Still, the Company sees the picture that the solar panel cost or solar panel after-sales service will continue to decline after the late five years, so it is uncertain. To operate the solar cells business, it must consider the after-sales service. At present, the Company will mainly work with partners such as projects that want the Company to install solar cells, etc.
- (3) The Company's growth plan depends on the production capacity. This year, the production capacity has increased by 5 percent, which the Company tries to grow at least 5 percent, based on both distribution channels and the overall economy.
- (4) The Company has set a growth target for April 2021 at 5 percent, which is still meeting the target, and for the current management, transactions are still as normal.
- (5) For the roof, the Company is ranked No. 2 in the market with a market share of approximately 25 percent.
- (6) At present, the Company has four main distribution channels: domestic dealers (Agent), Project work (Project), large retail stores (Modern Trade), and foreign dealers (Export). In the year 2020, the Company has sales mainly from domestic dealers (Agent) due to the lockdown of Modern Trade and Export, causing contractors who still want to use the products switched to buying from Agent instead. In addition, the Company has adjusted the share of sales of roof products down to 60 percent and boards product group 40 percent instead. The original sales-only roof consisted of approximately 20,000 baht per house. But now, the sale of one house, consisting of roof, house structure, and autoclaved aerated concrete is about 100,000 baht per house, by increasing the value of unit sales under the **“Complete Set of Beauty, entirely filled with Diamond Brand”** strategy.

After that, the Chairman asked the shareholders if they had any further inquiries. It appeared that no shareholder asked any additional questions. The Chairman, therefore, proposed the shareholders' meeting to acknowledge the report of the Board of Directors on the 2020 operating results as proposed above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors on the operating results of the year 2020 as presented above.

AGENDA 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2020

The Chairman proposed the meeting to consider approving the balance sheet and income statement for the year ended December 31, 2020, which has already been audited by the certified public accountant of KPMG Phoomchai Audit Co., Ltd. It has been prepared in the 56-1 One Report for the year 2020 (in QR Code format) page 186 under the topic of "Financial Statements", including an analysis of the Company's financial position and performance for the year 2020, page 88 under the subject line "Management Discussion and Analysis (MD&A)" published on the Company's website (www.dbp.co.th) and sent to all shareholders in advance together with the notice of this meeting. The Audit Committee has reviewed the aforementioned financial statements and oversees the compliance with accounting standards as well as the disclosure of information in the financial statements completely and sufficiently following the report on the performance of the duties of the Audit Committee as shown in the 56-1 One Report for the year 2020 (in the form of QR Code) page 166. The Company's Board of Directors has considered that the balance sheet and income statement for the year ended December 31, 2020, have shown correct, complete, and adequate financial status and operating results following generally accepted accounting principles.

The Chairman provided opportunities for shareholders to express their opinions and raise questions as follows:

Mr. Pramote Libratanasakul, a minority shareholder, asked the following questions.

- (1) What effect do TFRS9 and TFRS16 have on the Company's financial statements?
- (2) What are the Key Audit Matter of the auditors, and what is the level of the risks?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management and Assistant Company Secretary answered as follows:

- (1) It has an impact on assets and liabilities to increase. The part that can be clearly seen from this standard is the increase in depreciation of the Company.
- (2) The auditor's key audit matter consisted of 2 issues: inventories and investments in subsidiaries. This is a significant number, which the auditor has commented. In this regard, the Company has already set aside provisions for impairment of inventories and investments in subsidiaries.

Then, the Chairman asked the shareholders if they had any further inquiries. It appeared that no shareholder asked any additional questions. The Chairman proposed that the shareholders' meeting consider approving the Balance Sheets and Statements of Income for the year ended December 31, 2020, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2020 as presented above with the following number of votes:

Approved:	641,708,417	votes	or	99.94	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	366,080	votes	or	0.06	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,074,499 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. 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 0.42 baht per share or 67.74 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no. 1/2020 on September 25, 2020 at 0.20 baht per share. Therefore, there remains a dividend of 0.22 baht per share for the dividend payment no. 2/2020 to the shareholders, which is expected to be paid on May 14, 2021 to the eligible shareholders having their names appear on the share register book on the Record Date of March 9, 2021 and must be approved at the 36th Annual General Meeting of Shareholders (Year 2021). 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 allowed the shareholders to express their opinions and raise questions. It turned out that no shareholders were expressing any opinions and inquiries. The Chairman, therefore, proposed the shareholders' meeting to consider and approve the appropriation of earnings and dividend payment for the Company's operating results for the year ended December 31, 2020, 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, 2020, as presented above with the following number of votes:

Approved:	642,077,997	votes	or	100.00	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,077,999 votes for those present at the meeting and eligible to vote.

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

The Chairman stated that during this Annual General Meeting of Shareholders, the following 4 Directors would be retired by rotation; namely (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo. Due to this meeting, Mr. Chaiyut Srivikorn, Chairman of Nomination and Remuneration Committee (NRC Committee), also retired from office. The Chairman himself would like to inform the Company's the criteria for nominating directors through the NRC Committee by considering the qualifications in various fields and performance in the past year. The meeting passed a resolution approving the appointment of all four directors to return to serve as directors for another term, 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) All of the four individuals have performed their duties regularly in the past year, during the meeting they gave various suggestions that were useful to the Company.

- (4) For the performance in the past year of the directors who retired by rotation, details appeared in the invitation letter to all shareholders in advance, which can be summarized as follows:
- (4.1) Mr. Chaikut 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 who 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.

The Chairman provided opportunities for shareholders to express opinions and raise questions. It appeared that no shareholders were expressing any opinions and inquiries. The Chairman, therefore, proposed the shareholders' meeting to consider and approve the appointment of the four directors to return to serve as directors for another term. All directors who retired by rotation had direct interests and could not vote on this agenda item. The Chairman proposed to consider the appointment individually as follows:

- (1) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Chaikut Srivikorn**, the **Director** who 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. Chaikut Srivikorn**, the **Director** who was retired by rotation, as the **Director** for another term of directorship as proposed above, with the following number of votes.

Approved: 638,828,497 votes or 99.49 percent

Disapproved: 173,600 votes or 0.03 percent

Abstained: 3,100,100 votes or 0.48 percent

Voided Ballots: 2 votes or 0.00 percent

Of the total 642,102,199 votes for those present at the meeting and eligible to vote.

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

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

Approved:	640,880,597	votes	or	99.81	percent
Disapproved:	173,600	votes	or	0.03	percent
Abstained:	1,048,000	votes	or	0.16	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,102,199 votes for those present at the meeting and eligible to vote.

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

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

Approved:	632,952,797	votes	or	98.58	percent
Disapproved:	149,400	votes	or	0.02	percent
Abstained:	9,000,000	votes	or	1.40	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,102,199 votes for those present at the meeting and eligible to vote.

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

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

Approved:	639,578,097	votes	or	99.61	percent
Disapproved:	174,100	votes	or	0.03	percent
Abstained:	2,350,000	votes	or	0.36	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,102,199 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 be approved by consideration of the NRC Committee, Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, thereby assigned to mention the rules in considering the Director's remuneration in this meeting agenda.

Mr. Chaiyut Srivikorn, Chairman of the NRC Committee, concluded that, the Public Limited Companies Act B.E.2535 (1992), Section 90, paragraph one, stipulates that the company is prohibited from paying money or any other assets to directors unless paid following the regulations of the company and the second paragraph states that If the Company's Articles of Association are not stipulated, the payment of remuneration under the first paragraph shall be following the resolution of the shareholders' meeting consisting of votes of not less than two-thirds (2/3) of the total number of the shareholders attending the meeting with the voting right. Article 35 of the Company's Articles

of Association stipulates that the directors are entitled to receive remuneration from the Company in salaries, rewards, meeting allowances, gratuity, bonuses, or other types of benefits as the regulations or as the shareholders' meeting will approve. It may be set as a fixed number or as a rule which can be scheduled from time to time or will be of the fixed effect until it is changed. In addition, directors may receive allowances and welfare according to the Company's regulations.

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 2021, 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 of the same with the Chairman of the Board at 80,000 baht per month and the other 11 Directors at 50,000 baht per month each.
 - (1.2) The annual bonus for the Directors remains 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 350,000 baht and the Directors receiving 300,000 baht 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 remuneration which are to be kept the same as follows; The Chairman of the Audit Committee receiving 30,000 baht per month and the other 2 Audit Committee Members receiving 20,000 baht per month each.
 - (2.2) The NRC Committee comprising of 3 members receives a fixed monthly remuneration which are to be kept the same as follows: The Chairman of the NRC Committee receiving 20,000 baht per month and the other 2 NRC Committee Members receiving 10,000 baht per month each.
 - (2.3) The Corporate Governance Committee comprising of 3 members receives a fixed monthly remuneration which are to be kept the same as follows; the Chairman of the Corporate Governance Committee receiving 20,000 baht per month and the other 2 Corporate Governance Committee Members receiving 10,000 baht per month each.

Then, the Chairman allowed the shareholders to express their opinions and raise questions. It appeared that no shareholders were expressing their opinions. The Chairman, therefore, proposed the meeting of shareholders to consider and approve the remuneration of directors for the year 2021 as detailed above. The meeting's resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of the shareholders attending the meeting with voting rights. For this agenda, all directors have direct interests and thus cannot vote on this agenda item.

Resolution: The shareholders' meeting considered and resolved to approve the remuneration of the Directors for year 2021, as presented above with the following number of votes:

Approved:	607,775,197	votes	or	94.65	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	34,327,200	votes	or	5.35	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,102,399 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 2021 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, specifying 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 which 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., who 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. 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;
- (2) Ms. Thanyalux Kaedkeaw, certified public accountant registration No. 8179;
- (3) Ms. Sophit Prompol, certified public accountant registration No. 10042,

To be the Company's financial auditor for year 2021, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2021, totaling 1,620,000 baht, a decrease from year 2020 by 5.81 percent.

After that, the Chairman allowed the shareholders to express their opinions and raise questions. It appeared that no shareholders were expressing any opinions and inquiries. The Chairman, therefore, proposed the shareholders' meeting to consider and approve the appointment of the former auditor from KPMG Phoomchai Audit Ltd., to be the auditor of the Company for the year 2021. The annual audit fee, review fee, quarterly financial statements, and quarterly and annual financial statements preparation fee for 2021 is totaling Baht 1,620,000, as detailed 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 2021, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2021, totaling 1,620,000 baht, an decrease from year 2020 by 5.81 percent, as recommended by the Audit Committee, with the following number of votes.

Approved:	642,257,097	votes	or	100.00	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,257,099 votes for those present at the meeting and eligible to vote.

Agenda 8: To Consider And Approve The Reduction Of Registered And Paid-Up Capital By Writing Off Unsold 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

The Chairman stated that since the Company has organized the share repurchase program for financial management, which was approved by the Board of Directors Meeting No. 335 on March 23, 2020, within the amount not exceeding 517 million baht (five hundred and seventeen million baht) and the number of shares not exceeding 94 million shares, accounting for 9.92 percent of the total paid-up shares. The Company accordingly has completed the repurchase of shares in the specified period (from May 7, 2020, to May 26, 2020), totaling 92,928,700 shares of the repurchased shares, representing 9.80 percent of the paid-up shares. All of which is the cost value of the repurchased shares. 511,961,400.11 baht. At the end of the sale of repurchased shares for the specified period (from November 27, 2020 to December 31, 2020), therefore, 92,928,700 unsold repurchased shares remain. The Board of Director's meeting No. 346 (1/2021) on January 25, 2021, passed a resolution to reduce the capital by cutting off repurchased shares at the end of the specified period and to propose to the 36th Annual General Meeting of Shareholders (Year 2021) to consider and approve the reduction of the registered capital and paid-up capital of the Company of 92,928,700 baht from the original registered capital of 947,961,800 baht to newly registered capital of 855,033,100 baht. It is divided into 855,033,100 ordinary shares with a par value of 1 baht per share and from the original paid-up capital of 947,961,800 baht into new paid-up capital of 855,033,100 baht divided into 855,033,100 ordinary shares at par value 1 baht. It also included amendments to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the registered and paid-up capital. The details are shown in the documents attached with the notice of this meeting as important points 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			
	Ordinary shares	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.

After that, the Chairman allowed the shareholders to express their opinions and raise questions. It turned out that no shareholders were expressing any opinions and making inquiries. The Chairman, therefore, proposed the shareholders' meeting to consider approving the reduction of registered capital and paid-up capital by eliminating the unsold shares under the share repurchase scheme for financial management purposes and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered and paid-up capital. This agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of the shareholders attending the meeting with voting rights.

Resolution: The shareholders' meeting has considered and passed a resolution approving the reduction of the Company's registered capital and paid-up capital by eliminating the unsold shares under the share repurchase scheme for financial management purposes as approved by the Board of Directors meeting at the 335 the meeting on March 23, 2020, the amount of 92,928,700 baht from the original registered capital of 947,961,800 baht into the newly registered capital of 855,033,100 baht. It is divided into 855,033,100 ordinary shares with a par value of 1 baht per share and from the original paid-up capital of 947,961,800 baht into new paid-up capital 855,033,100 baht, divided into 855,033,100 ordinary shares at par value. 1 baht by eliminating the unsold shares under the share repurchase scheme for 92,928,700 shares and amending Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital and paid-up capital as detailed above with the following votes:

Approved:	642,257,097	votes	or	100.00	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	2	votes	or	0.00	percent

Of the total 642,257,099 votes for those present at the meeting and eligible to vote.

AGENDA 9: OTHER MATTERS

The Chairman inquired whether any shareholder has any further matters to propose for this meeting to consider.

It appeared that no one proposed any other matter for consideration.

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

The meeting was closed at 11:25 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 2021

Background and Rationale

The Report of the Board of Directors on the Operating Results of Year 2021 including other information and reports of the Company during 2021 have been reported in the Form 56-1 One Report Year 2021 (in QR Code format) on page 103 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 2021 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, 2021

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, 2021, which have been reported in the Form 56-1 One Report Year 2021 (in QR Code format) on pages 207 under the section titled “Financial Statements”, including the analysis of the financial status and operation results of the Company for year 2021 on pages 103 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 Report of the Audit Committee included in the Form 56-1 One Report Year 2021 (in QR Code format) on page 185.

Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2021 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, 2021 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. 359 (2/2022) dated February 21, 2022 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 0.46 per share or equal to 67.65 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)	2021	2020	2019
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	855	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)	0.68	0.62	0.59
Dividend per Share (Baht per Share)	0.46	0.42	0.40
Dividend Payout Ratio %	67.65%	67.74%	67.80%
Retained Earnings (Loss) from Previous Year	351.60	680.14	530.86
Add Net Profit (Loss) for the year	579.96	549.51	556.65
Add 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	579.96	542.54	528.46
less Legal Reserve	-	-	-
Repurchase Shares Reserve (Reversal)	(511.96)	511.96	-
Impact from authorized capital reduction for repurchase shares	-	-	-
Payment of Interim Dividend 1/20xx	188.11	171.01	189.59
Payment of Dividend 2/20xx	205.21 ⁽³⁾	188.11	189.59
Unappropriated Retained Earnings (Loss) Carried Forward	631.16	351.60	680.14

- (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, it was approved by the 36th Annual General Meeting of Shareholders (Year 2021) to reduce the registered and paid-up capital by writing off the treasury shares that had not been sold in full, whereas the Company registered the reduced capital already with the Ministry of Commerce on May 8, 2021.
- (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, 2021 and 2020.
- (3) As can be seen from the Table above, for Year 2021, the projected dividend payment No. 2/2021 was calculated from the issued and paid-up ordinary shares deducted by the number of repurchase shares remaining as of the end of year 2021, 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, 2022.

Dividend Payout As Compared to Net Profit Year 2021

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2021 at Baht 0.46 per share or 67.65 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. 1/2021 on September 10, 2021 at Baht 0.22 per share. Therefore, there remains a dividend of Baht 0.24 per share for the dividend payment no. 2/2021, which is expected to be paid on May 13, 2022. 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, 2022. Accordingly, the eligibility for the dividend payment no. 2/2021 must be approved at the 37th Annual General Meeting of Shareholders (Year 2022) 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 2022 is considered the 18th 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. Chatchai Teepsuwan (2) Mr. Woodthikrai Soatthiyanon (3) Mr. Thanit Pulivekin and (4) Mr. Maitree Tawonatiwasna who had notified that he would not take up the position of Director again at the end of his office term.

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. 1/2022 held on January 13, 2022. 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. Chatchai Teepsuwan (2) Mr. Woodthikrai Soatthiyanon (3) Mr. Thanit Pulivekin and (4) Mr. Sunthorn Suwannajade to be the Director in place of Mr. Maitree Tawonatiwasna 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. Chatchai Teepsuwan: currently holds positions of Director and Member of the NRC Committee. Throughout the past, he had performed his duties very well in the positions with knowledge and experiences especially in finance, banking, investment and real estate development, including manpower recruiting and management, as well as remunerations payment for directors, executives and employees of the Company by providing advice to the Company in order to effectively manage in the matters which will benefit the Company's business operations in the future.

(4.2) Mr. Woodthikrai Soatthiyanon: currently holds positions of Independent Director and Member of the Corporate Governance Committee. Throughout the past, he has performed his duties in the positions very well with independence to express opinions honestly. He is a person of knowledge, capability and experience in the matters of law who provides advice on compliance with various laws which will benefit the Company's business operations in the future.

In this regard, Mr. Woodthikrai Soatthiyanon has been in the position of Independent Director since January 12, 2011, totaling ten years in office. If this renewal is included, his office term will be 13 years while according to the basis term on good corporate governance principles, the tenure of an independent director should not exceed 9 years. However, the proposal has been done on the account of Mr. Woodthikrai Soatthiyanon's profound qualifications under the Public Limited Companies Act B.E. 2535, with knowledge, capability and experience in laws and various requirements which useful advice can be provided to the Company as well as his ability to well express independent opinions in accordance with the rules of relevant laws.

(4.3) Mr. Thanit Pulivekin: currently holds the positions of Independent Director, Chairman of the Corporate Governance Committee and Audit Committee Member. Throughout the past, he has performed his duties in the positions very well with honest and independent opinions expression on capacity of his knowledge and experiences, especially in Qualitative and Environmental Engineering. He has also been a consultant who provides advices on the prevention and anti-corruption of the Company until the Company received a membership renewal from the Thai Private Sector Collective Action Coalition Against Corruption (CAC) for another 3 years from 2021-2024, which will benefit the Company's business operations in the future.

In this regard, Mr. Thanit Pulivekin has taken the positions of Independent Director and Chairman of the Corporate Governance Committee as well as a member in the Audit Committee since April 24, 2013 with total tenure of 8 years. If this renewal is included, his office term will be 11 years while the basis term on good corporate governance principles as well as the tenure of an independent director should not exceed 9 years. However, the proposal has been done on the account of Mr. Thanit Pulivekin's qualifications under the Public Company Limited Act B.E. and various requirements related to good corporate governance as well as being a consultant who provides advices on the prevention and anti-corruption of the Company which are useful to the Company and his capability to also express independent opinions in accordance with the rules of relevant laws.

(5) Due to the notification of Mr. Maitree Tawonatiwasna informing that he would not accept the reappointment as the Director of the Company after his office term has ended, the Board of Directors has proposed to appoint Mr. Sunthorn Suwannajade to be in place of director position of Mr. Maitree Tawonatiwasna who will complete his office term on the 37th Annual General Meeting of Shareholder (Year 2022) on April 22, 2022, as recommended by the NRC Committee.

Mr. Sunthorn Suwannajade is qualified to serve as a director of a listed company according to the Company's regulations and is a person who has knowledge, skills, experience, and specific abilities that would be beneficial to the Company with time devotion to work with honesty and directness. He is also a person with no business operation in the same condition and competition with the Company's business whether for the self or others benefit in a manner that there are any interests or gains concerning in financial or administrative.

Mr. Maitree Tawonatiwasna is the authorized director who can sign on behalf of the Company. Therefore, it is appropriate to appoint Mr. Sunthorn Suwannajade to be the authorized director who can sign on behalf of the Company in place of Mr. Maitree Tawonatiwasna, the amendment of the authorized director as follow: **from** "Mr. Prakit Pradipasen, Mr. Chaiyut Srivikorn, Mr. Asanee Chantong, Mr. Satid Sudbuntad and Mr. Maitree Tawonatiwasna with two out of these five directors jointly sign with the Company's seal." and **amend as follow** "Mr. Prakit Pradipasen, Mr. Chaiyut Srivikorn, Mr. Asanee Chantong, Mr. Satid Sudbuntad and Mr. Sunthorn Suwannajade with two out of these five directors jointly sign with the Company's seal."

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, 2021 to December 31, 2021. 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. 359 (2/2022) held on February 21, 2022, 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. Chatchai Teepsuwan: Proposed for re-appointment as the Director
- (2) Mr. Woodthikrai Soatthiyanon: Proposed for re-appointment as the Independent Director
- (3) Mr. Thanit Pulivekin: Proposed for re-appointment as the Independent Director
- (4) Mr. Sunthorn Suwannajade: Proposed for Director position in place of Mr. Maitree Tawonatiwasna as the NRC Committee has nominated and recommended above

The Board of Directors' Meeting agreed and approved to propose the amendment of the authorized director as follow "Mr. Prakit Pradipasen, Mr. Chaiyut Srivikorn, Mr. Asanee Chantong, Mr. Satid Sudbuntad and Mr. Sunthorn Suwannajade with two out of these five directors jointly sign with the Company's seal."

In addition, the NRC Committee Meeting and Board of Directors' Meeting have considered and resolved to propose Mr. Woodthikrai Soatthiyanon and Mr. Thanit Pulivekin, current Independent Director, to be reappointed as the Independent Director for another term of office, as Mr. Woodthikrai Soatthiyanon and Mr. Thanit Pulivekin, has complete qualifications in accordance with the Public Limited Company Act B.E. 2535 (1992), 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.

MR. CHATCHAI TEEPSUWAN

Director and NRC Member

Current Position in the Board: Director

Age: 52 years / Thai



Education:

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

Expertise: Business Management

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

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

Work Experience:

- (1) Currently holding Directorship and Executive positions in the listed companies as follows:
 - 2016-present Director and NRC Member, Diamond Building Products Plc.
- (2) Currently holding Directorship and Executive positions in other business (not the listed companies in (1) above) at 2 companies as follows:
 - 2015-present Director, Myriad Materials Co., Ltd
 - 2012-present Managing Director, Pattaya Grand Village Co., Ltd.
 - 2005-present Director, Phahol 8 Co., Ltd
- (3) Work Experience during the Past 5 Years: None

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

Shareholding in the Company as of December 31, 2021: None

Period of Directorship with the Company: 6 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2021: Attended 11 out of 12 meetings
- (2) NRCs' Meeting in 2021: 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: 1 person as follows;

- Mr. Kamolaphat Teepsuwan, currently the Director

MR. WOODTHIKRAI SOATTHIYANON

Independent Director and Corporate Governance Committee Member

Current Position in the Board: Independent Director

Age: 68 years / Thai



Position as the Independent Director:

Started from January 12, 2011, totaling 10 years. The total period of time in the position will be 13 years when includes the office term proposed at this time until it ends.

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)
- (2) Ethical Leadership Program (ELP 23/2021)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2011-present Independent Director and Corporate Governance Committee Member, Diamond Building Products Plc.
- (2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 1 company as follows:
 - 2008-present Managing Partner, Woodthikrai Soatthiyanon Law office
- (3) Work Experience during the Past 5 Years: None

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

Shareholding in the Company as of December 31, 2021: None

Period of Directorship with the Company: 10 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2021: Attended all 12 meetings
- (2) NRCs' Meeting in 2021: Attended all 6 meetings

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

Dispute in the 10 preceding years: : None

Family Relation with Other Directors: None

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

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

MR. THANIT PULIVEKIN

Independent Director, Audit Committee Member and Corporate Governance Committee Chairman

Current Position in the Board: Independent Director

Age: 71 years / Thai

Position as the Independent Director:

Started from April 24, 2013, totaling 8 years The total period of time in the position will be 11 years when includes the office term proposed at this time until it ends.

**Education:**

- B.SC (Chemical Engineering), Chulalongkorn University

Expertise: Engineering

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

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

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2013-present Independent Director, Audit Committee Member and Corporate Governance Committee Chairman, Diamond Building Products Plc.
- (2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 1 companies as follows:
 - 2018-present Chairman, Baan Phaholyothin Place Juristic Person
- (3) Work Experience during the Past 5 Years: None
 - 2014-2017 Director, Phaholyothin Place Juristic Person
 - 2011-2018 Director, Pattaya Grand Village Co., Ltd.

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

Shareholding in the Company as of December 31, 2021: None

Period of Directorship with the Company: 8 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2021: Attended all 12 meetings
- (2) Audit Committees' Meeting in 2021: Attended all 6 meetings
- (3) Corporate Governance Committees' Meeting in 2021: Attended all 6 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

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

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

MR. SUNTHORN SUWANNAJEDE

Assistant Chief Executive Officer Production and Engineering

Current Position in the Board: Director

Age: 58 years / Thai



Education:

- Bachelor of Architecture (Industrial Design), King Mongkut's Institute of Technology Ladkrabang
- Master of Economics (Business Economics), Kasetsart University

Expertise: Engineering

Training Program of Thai Institute of Directors Association (IOD): None

Work Experience:

- (1) Currently holding Directorship and Executive positions in the listed companies as follows:
 - 2019-present Management Member, Assistant Chief Executive Officer Production and Engineering, Diamond Building Products Plc.
- (2) Currently holding Directorship and Executive positions in other business (not the listed companies in (1) above): None
- (3) Work Experience during the Past 5 Years:
 - 2007- 2019 Division Manager (Senior) Production and Engineering, 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, 2021: 150,000 shares or 0.02%

Period of Directorship with the Company: None

Meeting Attendance Record: None

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

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

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

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

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

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

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

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

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

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

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

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

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

(1) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.

(2) Reason and necessity for maintaining or appointing such person as the independent director.

(3) Opinions of the Company's board of directors for proposing for the appointment of such person as the independent director.

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

AGENDA 6

TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

Background and Rationale

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

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

Composition of Remuneration

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

(1.1) Fixed monthly remuneration for the 12 directors, with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month per person. The above remuneration rates have been used since April 2012 after the approval by the 27th Annual General Meeting of Shareholders (Year 2012).

(1.2) Annual remuneration or bonus for the Directors must be approved by the shareholders’ meeting each year based on the Company’s operating results of each year. For the past year 2021, the 36th Annual General Meeting of Shareholders (Year 2021) 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 2021 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2021 (in QR Code format) on page 177, 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 2022.

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. 358 (1/2022) dated January 17, 2022 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 2022 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 2021 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.
- (2.4) The Production Technology and Innovation Committee (PTI Committee), comprising of 6 PTI Committee members: 4 executive directors and 2 non-executive directors. The remunerations for 2 non-executive directors of the PTI Committee members are monthly fixed amount composing of the Chairman of the PTI Committee receiving Baht 20,000 per month, for 1 PTI Committee member receiving Baht 10,000 per month per person. Since the PTI Committee, established in year 2018, has performed to increase efficiency in product manufacturing processes by designing and installing automation machines and creating robots in the modernized production process which is capable to solve the problem of labor shortage and reduce health problems for workers in various risk areas effectively, including considering new projects, therefore, the remunerations been proposed to the 37th Annual General Meeting of Shareholders (Year 2022) according to the above report.

Voting Procedure

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

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

AGENDA 7

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

Background and Rationale

According to the Company's Articles of Association concerning with the appointment of the auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 2535 states as follows:

Section 120: The Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the company's financial auditor.

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

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

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

Supporting Information

- (1) The auditors proposed above are independent and have no relationship or any other types of stake or interest with the Company, its executives, major shareholders or persons related to those mentioned.
- (2) The auditors proposed above have been endorsed by the SEC to audit the listed companies. The Shareholders' Meeting has appointed the auditor from KPMG Phoomchai Audit Ltd., having the number of years performing the audit work for the Company as follows.
 - (2.1) Ms. Chanarat Chanwa (has been the auditor signing the Company's financial statements since 2018 totaling 4 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)

However, in the event that the certified auditors as aforementioned are unable to perform duties, KPMG Phoomchai Audit Ltd., is authorized to procure another certified public accountant of KPMG Phoomchai Audit Ltd., to perform an audit and express opinions on the Company's financial statements instead of the auditors mentioned above.

- (3) The comparison of audit fees between the new auditor for year 2022 and previous auditor for year 2021 are as follows:

Description (Unit : Baht)	Year 2022	Year 2021	Increase (Decrease)	
			Amount	%
Company's Audit Fee				
- Yearly Audit Fee	1,320,000	1,320,000	-	-
- 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	1,620,000	-	-

- (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 2022 and 2021 is as follows.

Description (Unit : Baht)	Year 2022	Year 2021	Increase (Decrease)	
			Amount	%
Subsidiary Company's Audit Fee				
- Yearly Audit Fee	300,000	300,000	-	-
- Quarterly Reviewed Financial Statement (3 quarters)	60,000	60,000	-	-
Total	360,000	360,000	-	-

- (5) During the past year 2021, 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 2022, 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 2022 for a total of Baht 1,620,000, the same as previous year.

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. 359 (2/2022) dated February 21, 2022, 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 2022, having the audit fee for year 2022 totaling Baht 1,620,000, the same as previous year. However, in the event that the certified auditors as aforementioned are unable to perform duties, KPMG Phoomchai Audit Ltd., is authorized to procure another certified public accountant of KPMG Phoomchai Audit Ltd., to perform an audit and express opinions on the Company's financial statements instead of the auditors mentioned above.

Voting Procedure

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

AGENDA 8

TO CONSIDER AND APPROVE THE AMENDMENT TO ARTICLE 39 AND ARTICLE 42 OF THE MEETING OF SHAREHOLDERS CHAPTER OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ACCORDANCE WITH THE LAW

(A) Amendment to Article 39 of the Company's Articles of Association

Background and Rationale

In order for the Company's Articles of Association to be in compliance with the the Emergency Decree on Electric Meeting B.E. 2563 (2020) Including any other laws which prescribe rules regarding meetings via electronic media which may be additionally enforced or will be amended in the future, rectification to Article 39 of the Company's Articles of Association has been proposed as follows:

Original Statement (Current Version)	Amended Statement
<p>ARTICLE 39: Not less than twenty five (25) shareholders and proxies (if any) or not less than one half (1/2) of the total shareholders holding not less than one third (1/3) in the aggregate of the total number of outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.</p> <p>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 the 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 the 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.</p> <p>Accordingly, shares owned by the Company shall not be counted as quorum of the meeting of shareholders.</p>	<p>ARTICLE 39: Not less than twenty five (25) shareholders and proxies (if any) or not less than one half (1/2) of the total shareholders holding not less than one third (1/3) in the aggregate of the total number of outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.</p> <p>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 the 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 the 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.</p> <p>Accordingly, shares owned by the Company shall not be counted as quorum of the meeting of shareholders.</p> <p style="text-align: center;">In addition, the meeting of shareholders can be conducted through electronic media in accordance with the requirements of the laws.</p>

(B) Amendment to Article 42 of the Company's Articles of Association

Background and Rationale

According to the Public Limited Company Act B.E. 2535 states as follows:

Section 90: A company shall not pay money or give any other property to directors unless it is the payment of remuneration under the articles of association of the company.

In the case where it is not specified in the articles of association, payment of remuneration under paragraph one shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds of the total votes of the shareholders present at the meeting.

In order for the Company's Articles of Association to be in compliance with the law, rectification to the Company's Articles of Association has been proposed to conform and fit with the current law as follows:

Original Statement (Current Version)	Amended Statement
<p>ARTICLE 42: A resolution of the meeting of shareholders shall be supported by votes as follows:</p> <ol style="list-style-type: none"> (1) In a normal case, by the majority of votes of the shareholders present and voting; in case of an equality of votes, the chairman of the meeting shall have the casting vote. (2) In cases as follows, by votes not less than three-fourth (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote: <ol style="list-style-type: none"> (a) Sale or transfer of business of the Company, in whole or in essential part, to other persons (b) Purchase or acceptance of transfer of business of other companies or private companies by the Company (c) Entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss (d) Amendment of the memorandum of association or articles of association (e) Increases or reductions of the capital (f) Issuance of preferred stock, debentures, secured bonds, convertible debentures, warrants for stock or debentures or any other securities pursuant to the law (g) Liquidation of the Company (h) Amalgamation of the Company 	<p>ARTICLE 42: A resolution of the meeting of shareholders shall be supported by votes as follows:</p> <ol style="list-style-type: none"> (1) In a normal case, by the majority of votes of the shareholders present and voting; in case of an equality of votes, the chairman of the meeting shall have the casting vote. (2) In cases as follows, by votes not less than two-third (2/3) of the total votes of the shareholders who attend the meeting and have the right to vote: <ol style="list-style-type: none"> (a) Consideration of the Directors' Remuneration (3) In cases as follows, by votes not less than three-fourth (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote: <ol style="list-style-type: none"> (a) Sale or transfer of business of the Company, in whole or in essential part, to other persons (b) Purchase or acceptance of transfer of business of other companies or private companies by the Company (c) Entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss (d) Amendment of the memorandum of association or articles of association (e) Increases or reductions of the capital (f) Issuance of preferred stock, debentures, secured bonds, convertible debentures, warrants for stock or debentures or any other securities pursuant to the law (g) Liquidation of the Company (h) Amalgamation of the Company

Board of Directors' Opinion

The Board of Directors' Meeting No. 359 dated February 21, 2022 has considered and resolved to propose the Shareholders' Meeting to consider and approve of the amendment to Article 39 and Article 42 of the Meeting of Shareholders Chapter of the Company's Articles of Association in accordance with the Emergency Decree on Electric Meeting B.E. 2563 (2020) and Public Limited Companies Act B.E. 2535 (1992).

During the registration of the amended Articles of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting 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) (D) 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 Maneeratchchai: 9/50 Moobansupalai Suwanpoom, Ladkabang Road, Ladkabang, Bangkok 10520
 - Mr. Anun Louharanoo: 95/81 Soi Rarnkumhang 92, Saparnsoong, Bangkok 10240

IN THE EVENT OF DEATH OF A SHAREHOLDER

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

IN THE EVENT A SHAREHOLDER IS A MINOR

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

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

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

MEETING REGISTRATION

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

VOTING

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

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

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

Article 3 Where no other provisions are stated in these Articles, the provisions of the law concerning public limited companies shall apply and govern in every respect.

Article 37 The Board of Directors must arrange the shareholders' meeting which is the Annual General Meeting of Shareholders within 4 months after the end of the Company's financial year.

Other shareholders' meetings apart from the said shareholders' meeting shall be called extraordinary meeting of shareholders, by which the Board of Directors shall convene the extraordinary shareholders' meeting when deems appropriate.

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

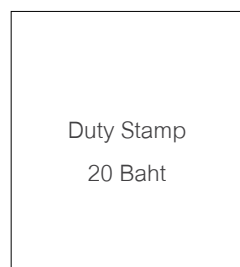
The Department of Business Development of the Ministry of Commerce has approved the following forms for use as a granting of proxy. A shareholder may choose any one of the following three forms as required:

- (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 37th General Annual Meeting of Shareholders (year 2022), if the shareholder is unable to attend the meeting, he/she may also grant proxy to the independent director as listed. The Company has prepared the proper proxy forms for this purpose.

For the shareholder who wishes to grant proxy for another person to attend the meeting, please choose only one type of Proxy Form A or Form B. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents in advance to **Company Secretary, Diamond Building Products Public Co., Ltd., 69-70 Moo 1, Mitraphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000** within Thursday, April 21, 2022. 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 21, 2022.

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



Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development

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

Made at.....

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

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

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

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

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

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

Ordinary sharesshares and number of votes equal to votes

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

(3) Hereby granting proxy to:

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ;

only one of above as my/our proxy to attend and vote in the 37th Annual General Meeting of Shareholders (Year 2022) to be held on April 22, 2022 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

Notes:

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



Form of Proxy, Form B.
(Form Specifying Various Particulars for Authorization
Containing Clear and Concise Details)

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

Made at.....

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

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

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

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

(2) As a shareholder of Diamond Building Products Public Company Limited,
 holding a total number ofshares and number of votes equal to votes as follows:

Ordinary sharesshares and number of votes equal to votes

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

(3) Hereby granting proxy to:

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ;

only one of above as my/our proxy to attend and vote in the 37th Annual General Meeting of Shareholders (Year 2022) to be held on April 22, 2022 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 36th Annual General Meeting of Shareholders (Year 2021)

(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 2021

(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, 2021
- (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 Amendment to Article 39 and Article 42 of the Meeting of Shareholders Chapter of the Company's Articles of Association in Accordance with the law
- (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. Chatchai Teepsuwan**
- Approve Disapprove Abstain
- Director's Name: **Mr. Woodthikrai Soatthiyanon**
- Approve Disapprove Abstain
- Director's Name: **Mr. Thanit Pulivekin**
- Approve Disapprove Abstain
- Director's Name: **Mr. Sunthorn Suwannajade**
- 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 37th Annual General Meeting of Shareholders (Year 2022) to be held on April 22, 2022 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda No.Subject:

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

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

Approve Disapprove Abstain

Agenda No.Subject:

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

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

Approve Disapprove Abstain

Agenda No.Subject:

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

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

Approve Disapprove Abstain

Agenda No.Subject:

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

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

Approve Disapprove Abstain

Agenda No.Subject:

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

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

Approve Disapprove Abstain



Form of Proxy, Form C.

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

Annexed to Notice of Department of Business Development

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

Made at.....

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

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

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

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

As the Custodian of Shares forwhom is the shareholder of Diamond Building Products Public Company Limited,

holding a total number ofshares 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 district District

Province Postal Code ; or,

(2) Ageyears, residing at No.

Road Sub district District

Province Postal Code ; or,

(3) Ageyears, residing at No.

Road Sub district District

Province Postal Code ; or,

only one of above as my/our proxy to attend and vote in the 37th Annual General Meeting of Shareholders (Year 2022) to be held on April 22, 2022 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

Granting proxy for all the shareholding with the right to vote

Granting partial proxy as follows:

Ordinary shares of shares with right to number of votes votes

Preferred shares of shares with right to number of votesvotes

For a total voting right of votes

(4) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

(1) Agenda No. 1: To Adopt and Approve the Minutes of the 36th Annual General Meeting of Shareholders (Year 2021)

(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 2021
- (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, 2021
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 4: To Consider and Approve the Appropriation of Earnings
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 6: To Consider the Remunerations of the Directors
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fee
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda No. 8: To Consider and Approve the Amendment to Article 39 and Article 42 of the Meeting of Shareholders Chapter of the Company's Articles of Association in Accordance with the law
- (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. Chatchai Teepsuwan**
- Approve.....votes Disapprove.....votes Abstain.....votes
Director’s Name: **Mr. Woodthikrai Soatthiyanon**
- Approve.....votes Disapprove.....votes Abstain.....votes
Director’s Name: **Mr. Thanit Pulivekin**
- Approve.....votes Disapprove.....votes Abstain.....votes
Director’s Name: **Mr. Sunthorn Suwannajade**
- Approve.....votes Disapprove.....votes Abstain.....votes

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

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

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

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

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

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

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

Notes:

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

Annex to the Form of Proxy Form C

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

At the 37th Annual General Meeting of Shareholders (Year 2022) to be held on April 22, 2022 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.

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

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

Agenda No.Subject:

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

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

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

Agenda No.Subject:

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

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

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

Agenda No.Subject:

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

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

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

Agenda No.Subject:

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

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

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

CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR

(In case of Shareholder granting Proxy to the Independent Director)



MR. SAKDA MANEERATCHCHAI

Independent Director and Audit Committee Chairman

Age: 77 years / Thai

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, 2021 : 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)

MR. ANUN LOUHARANOO

Independent Director, Audit Committee Member and
NRC Committee Member

Age: 68 years / Thai

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



Education:

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

Expertise: Accounting and Legal

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

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

- 2003-present Director, Authorised Director and Nomination and Remuneration Committee Member, Thai Agro Energy Plc.

- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 5 companies as follows:

- 2020-present Director and Authorised Director, SRT Power Pellet Co., Ltd.
- 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.

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, 2021 : 2,350,000 shares or 0.27%
- (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 2021

If the shareholder wishes to receive a hard copy of the Form 56-1 One Report 2021, please kindly provide the name and address below for the delivery of the Form 56-1 One Report 2021.

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

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

“Accounting and Finance Division

Diamond Building Products Public Co., Ltd.

69-70 Moo 1, Mitraphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000 ”

The Company shall send the hard copy of the Form 56-1 One Report 2021 to the shareholder at the earliest convenience.

SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2022)

Shareholders can submit their inquiries relating the agenda in the 37th Annual General Meeting of Shareholders (Year 2022) 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 37th Annual General Meeting of Shareholders (Year 2022), from March 21, 2022 until April 11, 2022.

Accordingly, the Shareholder may submit the inquiry from March 21, 2022 through April 11, 2022. The Company will consider answering inquiries submitted at the time of the 37th Annual General Meeting of Shareholders (Year 2022), through E-mail, facsimile, or any other communication channels as deemed appropriate.

FORM OF INQUIRIES

FOR THE AGENDA OF THE 37th ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2022)

(1) Shareholder’s Information

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

(2) Inquiries on the agenda in the 37th Annual General Meeting of Shareholders (Year 2022)

Agenda 1 : To Adopt and Approve the Minutes of the 36th Annual General Meeting of Shareholders (Year 2021)

Inquiries :

Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2021

Inquiries :

Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2021

Inquiries :

Agenda 4 : To Consider and Approve the Appropriation of Earnings

Inquiries :

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

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

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

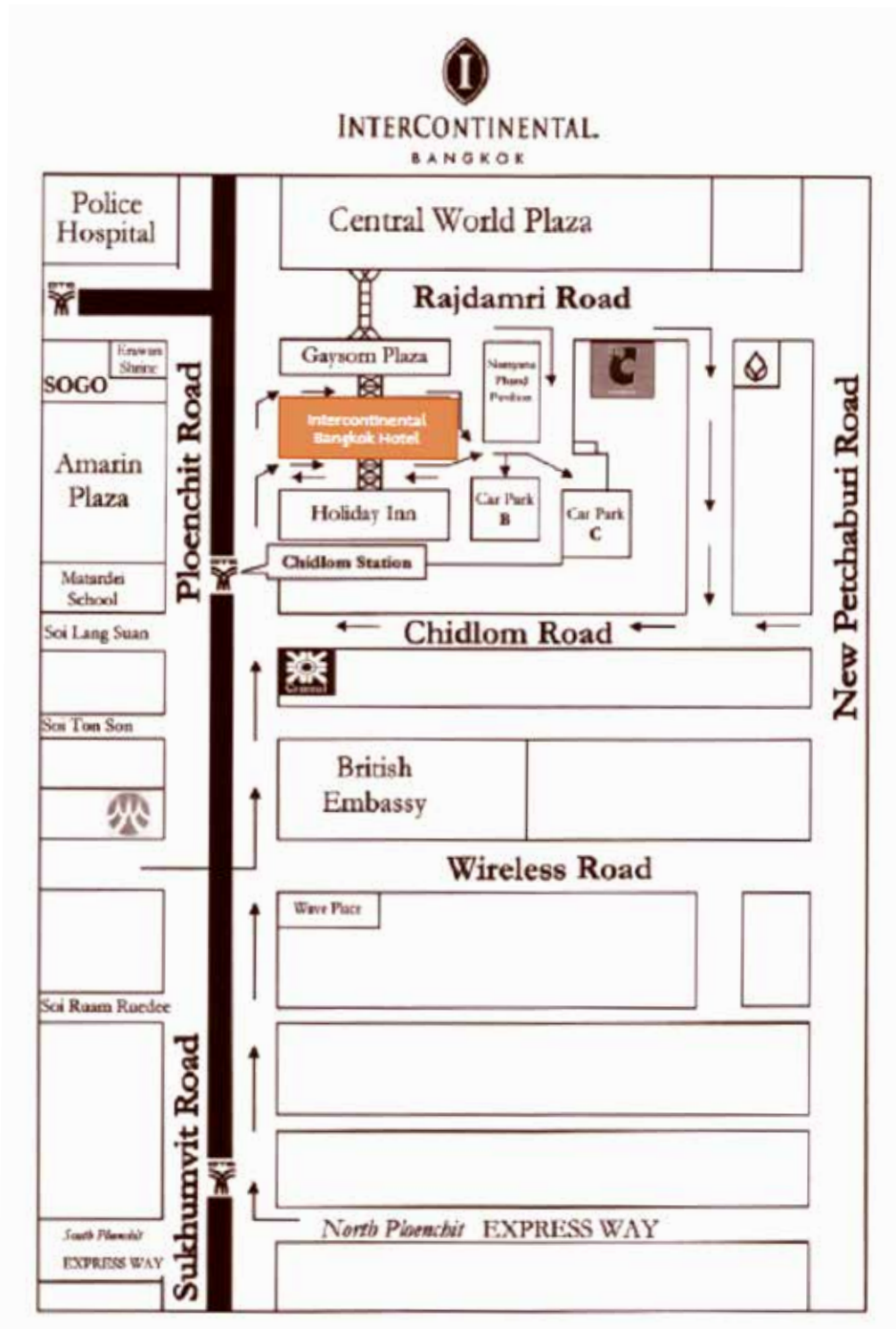
Inquiries :
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Agenda 8 : To Consider and Approve the Amendment to Article 39 and Article 42 of the Meeting of Shareholders Chapter of the Company’s Articles of Association in Accordance with the law

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 Cafe” the knock down coffee shop

Under designed and constructed with DIAMOND Brand quality materials with multiple sizes and budget for selection.

Head Office :

📍 69-70 Moo 1, Mitraphap Road, Km. 115,
Tambon Talingchan, Amphur Muang, Saraburi 18000
☎ +66 3622 4171-8 🏢 +66 3622 4187

Branch Office 1 :

📍 408/163-165, Phaholyothin Place Bldg., 40th Floor,
Phaholyothin Road, Samsennai, Phayathai,
Bangkok 10400
☎ +66 2619 0742 🏢 +66 2619 0488

Branch Office 2 :

📍 269 Moo 3, Tambon Samran,
Amphur Muang, Khon Kaen 40000
☎ +66 4339 3390-1

Branch Office 3 :

📍 169-170 Moo 4, Mitraphap Road,
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