

Invitation to the 38th Annual General Meeting of Shareholders (Year 2023)

Diamond Building Products Public Company Limited



**Friday, April 21, 2023
at 10.00 hours**

at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel,
204, Ratchadapisek Road, Huay kwang, Bangkok.

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

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

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

According to the 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. 030 / 2023

March 31, 2023

Subject: Invitation to the 38th Annual General Meeting of Shareholders (Year 2023)
Attention: Shareholder
Enclosed: (1) Form 56-1 One Report Year 2022 (in QR Code format)
(2) Minutes of the 37th Annual General Meeting of Shareholders (Year 2022)
(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 38th Annual General Meeting of Shareholders (Year 2023) to be held on Friday, April 21, 2023 at 10:00 hours, at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, Bangkok, according to the following meeting agenda :-

Agenda 1 : **To Adopt and Approve the Minutes of the 37th Annual General Meeting of Shareholders (Year 2022)**
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 2022**
Board of Directors' Opinion : The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2022, 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, 2022**
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, 2022, 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 0.50 per share, in which the interim dividend payment of Baht 0.24 per share had already been approved and paid to the shareholders on September 16, 2022, therefore leaving a remaining Baht 0.26 per share to be paid to the shareholders, according to details in the document attached herewith.

Agenda 5 : **To Consider the Appointment of Directors Retired by Rotation**
Board of Directors' Opinion : The Board of Directors will propose to the Shareholders' Meeting for consideration and approval for the re-appointment of 4 Directors retired by rotation for another term of office, namely, Mr. Prakit Pradipasen, Mr. Sakda Maneeratchatchai, Mr. Warayu Pradipasen and Mr. Kamolaphat Teepsuwan, as considered and approved by the Nomination and Remuneration Committee (NRC Committee), according to details in the documents attached herewith.



AGENDA 1

TO ADOPT AND APPROVE THE MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2022)

Background and Rationale

The Company convened the 37th Annual General Meeting of Shareholders (Year 2022) on Friday, April 22, 2022 from 10:00 hrs. to 11:55 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 37th Annual General Meeting of Shareholders (Year 2022) 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 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2022) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The meeting was held on Friday, April 22, 2022 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, Corporate Marketing Assistant Division Manager, 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, 2021 until December 31, 2021. 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 37th Annual General Meeting of Shareholders (Year 2022) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 21, 2022 until April 11, 2022, 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 and Approve for 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** where voting in this agenda will require votes according to Article 42 (2) (d) of the Company's Articles of Association, by voting not less than three-quarters (3/4) of all the votes of shareholders attending the meeting with voting right.
- (5) In order to achieve a quick vote counting process for each meeting agenda, only "Disapprove" or "Abstain" votes shall be counted and the remaining shall be considered as "Approve" votes. Those who disapprove or abstain from voting should use the voting ballots, which were distributed during the registration prior to the meeting. At the end of each meeting agenda, the Chairman shall inform every shareholder to vote by filling out the said voting ballot and return it to the coordinating staff in the meeting room for vote counting using the Barcode system.

- (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.

Then, it was entered into the 37th Annual General Meeting of Shareholders (Year 2022) by introducing directors, executives, auditors from KPMG Phoomchai Audit Ltd., and representatives from the Thai Investors Association, with the following names:

(A) The following 11 directors attended this meeting (the Company’s Board of Directors comprises of 12 directors) or 91.67 percent of the total number of Directors of the Company, 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 Louharanong | 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 |

(B) Executives Attending the Meeting comprising of the following 3 persons:

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|-----|-----------------------------|---|
| (1) | Mr. Sunthorn Suwannajade | Management Committee Member and Assistant Chief Executive Officer
Production and Engineering |
| (2) | Ms. Peachayanant Lorvoralak | Management Committee Member and Assistant Chief Executive Officer Sales
and Marketing |
| (3) | Mr. Krit Kullertprasert | Management Committee Member and Assistant Chief Executive Officer Central
Management and Company Secretary |

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

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|-----|---|
| (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 Artitaya Kongpatpharnich

The meeting started.

The Chairman opened the meeting and thanked all shareholders and proxies for attending the shareholders' meeting today. The Chairman stated that 54 shareholders were attending the meeting in person, holding 66,438,943 shares and by proxy, 53 shareholders holding 585,135,919 shares, totaling 107 shareholders, holding a total of 651,574,862 shares, representing 76.20 percent of total issued shares and voting rights. Therefore, it constituted a quorum according to the Company's requirements. The Company's directors of 11 people attended this meeting (the Company's Board of Directors comprises of 12 directors), representing 91.67 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 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2021)

The Chairman proposed that the shareholders' meeting consider approving the Minutes of the 36th Annual General Meeting of Shareholders (Year 2021) held on Friday, April 23, 2021. 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 36th Annual General Meeting of Shareholders (2021) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 36th Annual General Meeting of Shareholders (Year 2021) held on April 23, 2021 as proposed above, with the following number of votes:

Approved:	651,839,863	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	651,839,863	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 2021

The Chairman stated that for the operating results, the Company has reported on various activities prepared in the Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report), published on the website of the Company. Therefore, the Chairman assigned the person to present the report as follows: Mr. Satid Sudbuntad, the Chief Executive Officer, and the Company's executives, namely: Ms. Peachayanant Lorvoralak, Assistant Chief Executive Officer, Sales and Marketing, Mr. Sunthorn Suwannajade, Assistant Chief Executive, Production and Engineering, and Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management. The report is summarized as follows:

- (1) Operating results for the year 2022 in summary:** Mr. Satid Sudbuntad, Chief Executive Officer, reported that the Group's revenue from sales of goods and services was 4,815.15 million baht, an increase of 9.91 percent from the previous year. The Company is able to manage the policy by maintaining sales of products in all channels and keeping the utilization of production capacity rate at 80-90 percent. As a result, it makes the Company has a net profit of 585.44 million baht, an increase of 5.03 percent from the previous year. The Company has a total cash flow from operations of 810.22 million baht, giving the Company liquidity and sufficient cash flow to pay dividends, pay off long-term loans, pay interest, etc. The proportion of revenue from sales of products from distribution channels for the year 2021 is in 4



channels: (1) dealers (Agent) 58 percent, (2) foreign market (Export) 16 percent, (3) large-scale retailers (Modern Trade) 16 percent, and (4) housing projects (Project) 10 percent, which are the most growing channels in year 2021. Other channels Sales also moved up under various constraints.

(2) **Operational guidelines and plans of the Company in the year 2022** can be summarized as follows:

(2.1) **New product development** consists of indoor use products, such as fiber cement door frames, stairs, hybrid materials between Fiber cement and SPC, etc. Some products are constantly developing and growing, such as decorative wood, prefabricated aerated concrete kitchen countertops, etc.

Apart from roofing products, mostly craftsman groups are known as “**Diamond Brand.**” The Company also expands other product lines that reach more end-user consumers, such as printed wall decoration boards, decorative wood, sound-absorbing wall systems, floor planks, etc. In addition, it is a product that can be used with other product groups distributed in general building materials retailers, which is a partner of “**Diamond Brand**” such as light bulbs, kitchen sets, materials, garden equipment, etc.

(2.2) **For new services in year 2022**, such as installation services for sound-absorbing walls to meet the needs of residents with adjacent walls, such as townhouses, townhomes, and condominiums, etc. The highlight of the diamond sound-absorbing wall installation service is to help absorb the noise from the other wall to the maximum. The STC55 is therefore suitable for residences with adjoining walls or light-walled room partitions. Another highlight of the sound-reducing wall system is that the surface is covered with a **digital printing board** that is more beautiful and durable than a painted gypsum board or painted fiber cement board. It can also choose to order printed patterns as needed and standard designs.

(2.3) **The distribution channel development plan** is as follows:

(2.3.1)**Dealers distribution channel (Agent):** the Company plans to add new agents and develop dealers nationwide from 838 main dealers and 6,000 sub-stores. In year 2021, the Company also provided products and services, organized product training, promotional material support, and standardized service to support the plan.

(2.3.2)**Housing project distribution channel (Project) or low-rise developers:** the Company plans to support installing a complete roof system, whether it is roofing products, especially the concrete roof group, roof structure, roof assembly equipment, and a professional installation service team.

(2.3.3)**Large retail distribution channels (Modern Trade):** the partners plan to expand more than ten branches nationwide in year 2022, which the Company will support the growth. Whether it is product preparation, marketing materials such as booths, galleries, stand shows, and PC staff (Product Consultants) to support sales. The Company also expands a market to new target groups, such as SME entrepreneurs: restaurants, coffee shops, and cafes, etc. In addition to roofing products, it also consists of the board and synthetic wood products for the shop interior that is beautiful and modern. Furthermore, it will allow SMEs to know more about diamond products

(2.4) **Concept of marketing communication in the year 2021**, the Company builds on the concept of a “**complete set of beauty, entirely filled with diamond brand**” with themes, functions & fashion by function, and fashion going together in harmony. As a result, a brand conveys a modern, distinctive, and different image from competitors in the business segment. There is still a plan to communicate in this way in year 2022 to continuously create recognition for the Diamond brand.

(3) The Sustainable Development Plan is summarized as follows:

(3.1) **The Company received Thailand Sustainability Investment Award from year 2017 to year 2021** for five consecutive years. It reflects responsibility on society, the environment, and stakeholders in all sectors using sustainable development guidelines in the administration. In addition, it enhances competitiveness and reduces production costs by adopting production management through the circular economy (3R) innovation projects, energy management, etc. As a result, in year 2021 compared to year 2020, it can reduce waste by 13 percent, reuse increased by 36 percent, reduce water usage by 2 percent, which enabled the Company to reduce production costs by more than 49 million baht, as detailed in form 56-1 One Report Year 2021, pages 55 to 72.

The Company's innovation projects have been encouraged by the management. It has invested in automation and robotics in 21 projects. A total of 10 robots have been used to increase production efficiency and replace 87 labor positions.

(3.2) **Continuing Sustainable Development Guidelines in the year 2022 Plan:** the Company has implemented the Continuing Sustainable Development Guidelines in the year 2022 Plan. The sustainable development investment projects are linked to government policies and have a management committee that supports sustainable development projects to operate continuously. The details are as follows.

(A) **There are 18 Circular Economy & MCIP projects,** developing control formulas to reduce, reuse, and recycle. It uses at least 15,000 tons of raw materials per year. The Company has the Technology Division and the Environmental Committee act following the government policy on the BCG Model (Bio-Circular-Green Economy Model) through the Circular Economy. There is a Zero Waste goal and Zero Waste to landfill goal in year 2030.

(B) **There are 21 Innovation & Smart Factory projects,** including 17 projects is automation and robotics projects, and 4 projects is internet of things (IoT.) projects, which aim to replace 64 labor positions. In addition, the Company has the Production Technology and Innovation Committee acts to comply with the government policy or Thailand 4.0, leading to a Smart Factory with the benefit of a 100 percent tax reduction of investment projects in automation from year 2019 to 2022.

(C) **There are 17 Energy Management System projects.** It targets to reduce electricity consumption, steam power, and natural gas to reduce carbon dioxide (CO₂) emissions into the atmosphere. The Company has an Energy Management Committee to act following government policies. Therefore, it has formulated a greenhouse gas reduction plan from year year 2021 to year 2030, intending to use renewable energy, alternative energy, and biomass fuel, etc.

(D) **There are innovations in sales and marketing** through Intelligent Economic or Smart Economic applications. In year 2022, the Company has installed Application DMS (Delivery Management System) to manage transportation efficiency and IMS (Installation Management System) system to increase the efficiency of roof installation services. In addition, the Company has a Marketing Division and Information Technology and Standard System Division to act following the government policy with the Smart City plan provided.

(4) **Other management details** are summarized as follows:

(4.1) **Corporate Governance:** In year 2021, the Company received 5 SET Awards from the Stock Exchange of Thailand and other institutions as follows: (1) Award from the assessment of corporate governance of Thai listed companies, the Company received 92 points and received a 5-star award, classified in the Excellent Group, (2) Quality Assessment Award of the Annual General

Meeting of Shareholders of Listed Companies, the Company received 100 points, classified as Excellent, (3) Thailand Sustainability Investment (“THSI”) Award, received for the fifth year in a row, (4) ESG 100 Awards, selected as one of the ESG 100 Securities groups with outstanding performance in Environmental Social and Governance: ESG, and (5) the new award this year, Rising Star Sustainability Awards, awarded to listed companies with outstanding sustainability performance.

(4.2) Anti-Corruption: The Company was certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) for the first time in year 2015. After that, the Company formulated the Company’s anti-corruption policy, prepared an anti-corruption manual to disseminate, and organized training for employees to acknowledge. The Company received a renewal of certification as a member of CAC on August 21, 2018. Later, the Company established a No Gift Policy in year 2019 and reviewed the Anti-Corruption Handbook to disseminate and organize training for employees in year 2020 and year 2021. The Company’s Anti-Corruption Committee prepared a self-assessment of 71 items and revised version 4.0 to apply for the renewal of CAC membership for the 3rd time. On June 30, 2021, CAC granted and resolved to renew the certification of CAC membership of the Company with a validity period of 3 years, which will expire on June 30, 2024.

(4.3) Social and Environmental Responsibility (CSR Activities): The Company has organized activities in the communities surrounding the Company in year 2021, such as organizing the “**Diamond Heart Technicians**” project activities with Muak Lek Technical College, Saraburi Province. It aims to provide knowledge about the installation of the Company’s products, both theory and practice. It also supports products and equipment to create “**Diamond Brand Prefabricated Toilets**” and organize various activities with the community, such as Children’s Day activities, donating tiles and synthetic wood to the community, donating computers to schools, etc.

The Chairman allowed the shareholders to express their opinions and make inquiries as follows:

Mr. Prinya Tieworn, a minority shareholder, made the following inquiries:

- (1) How does the Russian-Ukrainian war affect the Company in terms of the supply chain?
- (2) What raw material did the Company import from Ukraine and Russia?
- (3) How much did the raw material price increase?
- (4) If the Russian-Ukraine war is prolonged for more than one year, what is the Company’s plan to cope with it?

Mr. Satid Sudbuntad, the Chief Executive Officer, clarified as follows:

The raw materials imported from Russia are (1) **Asbestos**; before the war between Russia and Ukraine, there was a supply chain problem related to the containers used for shipping by ships. Therefore, the Company planned to prepare asbestos stocks at the end of year 2021, which will be sufficient for production for the six months of year 2022. In year 2022, during the war between Russia and Ukraine, the Company assesses the risks and is cautious about the supply of raw materials that may delay delivery. In this regard, the Company planned to purchase more asbestos from other countries, such as Brazil, China, and Kazakhstan, etc., as an alternative and not cause the Company to run out of raw materials; (2) **Pulp** is imported from many countries such as Japan, and New Zealand, etc. In addition, the Company has planned to improve and develop production formulas to reduce the use of asbestos and pulp by finding various raw materials as ingredients in production or alternative raw materials. Thus, the Russian-Ukrainian war affected the total cost of goods by about 5 percent of the cost of goods and services sold for goods and services. But at the same time, the Company has adjusted the selling price. If the Russian-Ukrainian war continues for more than a year, the Company plans

to maintain domestic sales revenue of about 80 percent. Such domestic customers still want to continuously buy products, including roofing groups, and wall groups, etc. Revenue from overseas sales from the past 2-3 years may have decreased, but the Company still maintains good performance. As a result, the Company has more net profit. It can also pay dividends according to the Company's policy, even with increasing costs and risk management in various areas. Therefore, in year 2022, the Company will try to maintain its operating results this year, not to be lower than the year 2021, for the Company to operate continuously forever.

Ms. Supattra Sittichai, a minority shareholder, asked how the Company plans to grow in the next 5-10 years after the inflation situation, COVID-19, and the Russian-Ukrainian war.

Mr. Satid Sudbuntad, the Chief Executive Officer, clarified that the Company has a production capacity of 1.15 million tons per year. It intends to maintain a revenue growth rate of not less than 5 percent per year, gross profit margin of not less than 27-29 percent, no debt to equity ratio of more than 1 percent, etc. The Company has the management as follows: (1) if the production capacity starts to be full, the Company will plan to expand the production capacity and develop four sales channels to have a reasonable growth rate. Although the distribution channel for housing projects may be reduced during the bad economy; and (2) the introduction of new products to meet the customers' various needs. The Company also tries to purchase raw materials in the country as much as possible with the least energy consumption. The Company still has an opportunity to grow in neighboring countries or CLMV countries such as Cambodia, Laos, Myanmar, and Vietnam. Therefore, in the next 5-10 years, the Company expects to be able to achieve its goals.

The Chairman added that to maintain a revenue growth rate of not less than 5 percent per year, the Company must have stable growth and operate following the Company's policy that it will not invest in other than the construction business. In addition, the Company has a Production Technology and Innovation Committee established, with Mr. Asanee Chantong, who previously served as the Company's Chief Executive Officer, as the Chairman of the Production Technology and Innovation Committee. It serves to develop production technology to increase efficiency and effectiveness in the production process, reduce costs, and use the Company's innovations.

Ms. Suwannee Chiensirikraiwut, minority shareholders, made the following inquiries:

- (1) What country is the sales channel for the foreign market mainly?
- (2) What is the proportion of energy cost to production cost?
- (3) As for the labor that has brought automation or machinery to work instead, what plans does the Company have in the future for such workers?
- (4) Asbestos an essential raw material, is how much of the production cost?
- (5) How is the management of trade accounts receivable in year 2022 and year 2021?

Mr. Satid Sudbuntad, the Chief Executive Officer, clarified that the Company aims to maintain a revenue growth rate of not less than 5 percent per year by keeping the dividend payment rate for shareholders following the policy set by the Company.

Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer, Sales and Marketing, clarified as follows:

The main sales channel for foreign markets is CLMV countries, with Cambodia's highest proportion of sales. In year 2021, Cambodia's sales declined because Chinese investors could not travel to invest in Cambodia. In other countries in ASEAN, there is still growth, such as Brunei, with continuous orders. Countries affected by the supply chain are India and Vietnam, which comes from the freight that has been increased by about three times. The Company has to help support the cost of products to customers so that customers can distribute the products. For Myanmar, the Company is still waiting for an opportunity to sell products and market if Myanmar opens the country.



Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering, clarified as follows:

Asbestos accounts for 3-4 percent of production cost and energy cost, classified by product group as follows: (1) concrete tile group about 3 percent, and diamond block and siding board group about 13 percent of production cost. As for labor, the Company aims to deploy 50 automation and robots within five years as planned. If investment in new machines or sub-machines is used in production, the Company will operate those machines fully automated. It aims to reduce labor shortage and the risk of accidents, including in areas that require heavy work and repetitive work processes not suitable for human labor. The Company will develop an automated system for about 70-80 percent to replace people.

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, clarified as follows:

For the management of trade accounts receivable, the Company has a credit management team that focuses on managing trade accounts receivable with the Chief Executive Officer as the team's head. As a result, the Company has no bad debts. Moreover, the Company's auditor still views that the Company has managed trade accounts receivable quite well.

Ms. Suwannee Chiensirikraiut, minority shareholders, made further inquiries: The increase in the cost of goods does not exceed 5 percent of the cost of goods and services sold by the impact of the Russian-Ukrainian war. How does the Company plan to increase the selling price with the customers in this regard?

Ms. Peachayanant Lorvoralak, Assistant Chief Executive Officer, Sales and Marketing, clarified that:

As for product costs, the Company has continuously monitored and reviewed product costs with the accounting and Accounting and Finance Division. In year 2022, the Company has notified customers in advance since 4th Quarter of year 2021 so that customers can prepare. The price is adjusted according to the product group necessary only because each product group has different costs in terms of energy and raw materials.

Ms. Suwannee Chiensirikraiut, minority shareholders, made further inquiries: If transportation costs increase by 20-25 percent, how will it affect the Company?

Ms. Peachayanant Lorvoralak, Assistant Chief Executive Officer, Sales and Marketing, clarified that:

For delivery service, the Company has delivered about 60 percent of the products to customers, and about 40 percent of customers come to pick up the products themselves. As for energy, the government is now helping to compensate, but will there be compensation from the government if the time has passed? Otherwise, it will have to wait for the policy from the government again. But at present, the Company's transportation partners are aware of this matter. Therefore, the Company has discussed and jointly found ways to help customers. For example, if the customer can pick up both the inbound and outbound customers, causing the customer's transportation cost to be lower. Or, if the customer lets the Company deliver instead, the Company will fully support the customer.

Ms. Suwannee Chiensirikraiut, minority shareholders, made further inquiries that: Based on the Company's long experience, factors affecting the Company, such as costs and transportation costs, will cause the Company to stop growing or not.

Mr. Satid Sudbuntad, the Chief Executive Officer, clarified that: As the Company has given preliminary information, the Company has gone through many crises. However, the Company's primary goal is to maintain the Company's revenue growth rate continuously. Every business today will face the problem of rising energy costs and other costs. But since the Company's products, which are in the construction material category, are considered one of the four requisites, they are necessary for consumers. In addition, the Company has carefully managed all risks and operated its business with caution. The Company also aims to find substitute raw materials, improve the production formula to reduce the use of raw materials to reduce costs, and increase the selling price. Therefore, the Company expects that it will be able to operate the business according to the set goals.

Ms. Chonthicha Tantithadapitak, a minority shareholder, made the following inquiries:

- (1) NT11 fiber cement production line, which has been commercially produced and sold since year 2021, what is the current production capacity rate, and does the Company plan to invest in other production lines?
- (2) The Company Informed in this meeting that it has used automation and robots to replace 87 labor positions. How many employees the Company currently?
- (3) If there is a problem with the procurement of raw materials purchased from one country, are there any? If so, how to manage this risk?
- (4) Energy cost is the main factor. Therefore, the Company has plans to do other business or not, such as power plants, etc.?

Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer Production and Engineering, clarified as follows:

- (1) NT11 fiber cement production line is a machine that the Company participated in designing by bringing experience from NT8 – NT10 fiber cement production line to machine design. As a result, the machine of the NT11 fiber cement production line meets the needs of the Company. At present, the capacity utilization rate is about 78 percent.
- (2) For nearly 900 employees and contractors working with machines, it can be seen that the Company has not added more people in the past five years due to effective labor management.
- (3) For the procurement of raw materials, the Company has risk management in raw material shortages. It analyzes the business's environmental factors according to the sustainable development guidelines. The Company can predict the risks that will occur in the future. Therefore, it provides a plan to avoid a shortage of raw materials; for example, the pulp has six reserves for raw material purchases, and asbestos has three reserves. It also intends to find alternative raw materials such as pulp made of pine wood. It is in the experimental stage and is being developed into the production process, which is nearing completion, enabling cost reductions. Also, it is raw materials imported from India, so transportation, war, etc., are not affected.

Mr. Satid Sudbuntad, the Chief Executive Officer, extended the clarification that If the Company has an investment in the future, it will be an investment in the construction material business, as the Chairman mentioned earlier. As for investment in power plants, the Company does not have expertise. The factory area in Saraburi Province is close to the power plant, and the factory already uses steam from that power plant to keep some energy costs. In addition, the Company uses energy from solar cells, which helps save energy costs.

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 2021 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 2021 as presented above.

AGENDA 3 TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2021

The Chairman proposed the meeting to consider approving the balance sheet and income statement for the year ended December 31, 2021, 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 2021 (in QR Code format) page 207 under the topic of “**Financial Statements**”, including an analysis of the Company's financial position and performance for the year 2021, page 103 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 2021 (in the form of QR Code) page 185. The Company's Board of Directors has considered that the balance sheet and income statement for the year ended December 31, 2021, have shown correct, complete, and adequate financial status and operating results following generally accepted accounting principles.

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 inquiries. The Chairman proposed that the shareholders' meeting consider approving the Balance Sheets and Statements of Income for the year ended December 31, 2021, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2021 as presented above with the following number of votes:

Approved:	651,654,711	votes	or	99.97	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	215,980	votes	or	0.03	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,691	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 0.46 baht per share or 67.65 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no. 1/2021 on September 10, 2021 at 0.22 baht per share. Therefore, there remains a dividend of 0.24 baht per share for the dividend payment no. 2/2021 to the shareholders, which is expected to be paid on May 13, 2022 to the eligible shareholders having their names appear on the share register book on the Record Date of March 9, 2022 and must be approved at the 37th Annual General Meeting of Shareholders (Year 2022). 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.

After that, the Chairman allowed the shareholders to express their opinions and ask questions as follows:

Ms. Chonthicha Tantithadapitak, a minority shareholder, made the following inquiries:

According to the historical financial statements, the Company's dividend payment can be seen as a dividend payment rate close to 70 percent continuously. The dividend payout rate tends to increase continually. Therefore, in year 2022, if the Company has various investment projects, is there a chance that the dividend payout rate will decrease? Or if the Company's net profit of year 2022 has decreased from the year 2021, does the dividend payout ratio that the Company has continuously tried to increase has a chance to drop?

Mr. Prakit Pradipasen, the Chairman, replied that as long as the Company had a net profit and no events had a significant impact on the Company's financial position. The Company still pays according to its dividend payment policy.

Ms. Chonthicha Tantithadapitak, a minority shareholder, made a further inquiry that Due to the analysis of operations and financial position in 4th quarter of year 2021, the Company's gross profit margin has decreased significantly. According to the management, the Company will maintain the gross profit margin in the 1st quarter of year 2022, not lower than 27 percent. Can the Company do it or not?

Mr. Satid Sudbuntad, the Chief Executive Officer, extended the clarification that: Usually, the Company's sales in the first half of the year are the sales period. Therefore, there will be a capacity utilization rate of about 80-90 percent. In general business, in the past 1-2 years, it can be seen that the cost has increased in the supply chain. In year 2022, the cost that increases the most is energy. Therefore, the Company will first have to maintain sales following the target in all four channels mentioned above to have a continuous growth rate. In addition, in the event of an increase in costs, the Company has adjusted product prices and has various projects to keep costs down continuously. Therefore, it is confident that the Company will maintain the gross profit margin as targeted of 27-29 percent. Also, the Company will submit the financial statements for the 1st quarter of year 2022 to the Stock Exchange of Thailand on May 11, 2022.

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 consider and approve the appropriation of earnings and dividend payment for the Company's operating results for the year ended December 31, 2021, 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, 2021, as presented above with the following number of votes:

Approved:	651,870,696	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	651,870,696	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. 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. Therefore, the Board of Directors has proposed to appoint Mr. Sunthorn Suwanjade, Assistant Chief Executive Officer, Production and Engineering to be in place of director position of Mr. Maitree Tawonatiwasna. Since the determination of remuneration for directors must be considered by the Nomination and Remuneration Committee (NRC Committee), Mr. Chaiyut Srivikorn, the Chairman of ter NRC Committee, was assigned to clarify the criteria for the Nomination of directors for this agenda.

Mr. Chaiyut Srivikorn, the Chairman of ter NRC Committee, clarified that the criteria for the Nomination of directors are as follows: The Company has criteria for selecting directors through the Nomination and Remuneration Committee. It considered the qualifications in various fields and performance in the past year. It was resolved to approve the reappointment of all four directors for another term, 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.

(4.4) 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 **“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.”**

Mr. Chaiyut Srivikorn, the Chairman of the NRC Committee, further clarified that the Company has continually developed its personnel and tried to push new generation personnel to be part of the management team. It prepares a succession plan and develops employees' training courses on management to enhance management skills to be more vital for preparing to support the Company's management in the future. Therefore, the Company would like to inform shareholders that do not to worry because its management team has been strengthened to cope with the challenging tasks in the future and recognizes the importance of this matter.

After that, the Chairman allowed the shareholders to express their opinions and ask questions as follows:

Ms. Suwannee Chiensirikraiut, minority shareholders, asked Mr. Sunthorn Suwannajade, the Company's executive, who will be appointed as the Company's Director in this meeting, to present his vision to the shareholders.

Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer, Production and Engineering, explained that as he has worked at the Company for at least 15 years, he has learned to understand the Company's culture and continuous development in terms of innovation and the environment. Therefore, he will use this knowledge and competence to develop the Company, such as cost reduction, a new generation of personnel, and succession planning so that the Company can operate continuously and sustainably.

Mr. Chaiyut Srivikorn, the NRC Committee Chairman, also clarified that Mr. Sunthorn Suwannajade has expertise in cost reduction, which can control costs well throughout raw materials and efficiency of production capacity utilization after working with the Company for a long time.

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 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. Chatchai Teepsuwan**, 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 reappointment of **Mr. Chatchai Teepsuwan**, 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:	651,829,896	votes	or	99.99	percent
Disapproved:	40,800	votes	or	0.01	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,696	votes	for those present at the meeting and eligible to vote.		

- (2) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Woodthikrai Soatthiyanon**, 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 reappointment of **Mr. Woodthikrai Soatthiyanon**, 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:	651,845,996	votes	or	99.99	percent
Disapproved:	24,700	votes	or	0.01	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,696	votes	for those present at the meeting and eligible to vote.		

- (3) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Thanit Pulivekin**, 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 reappointment of **Mr. Thanit Pulivekin**, 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:	651,870,196	votes	or	100.00	percent
Disapproved:	500	votes	or	0.00	percent
Abstained:	-	votes	or	0.00	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,696	votes	for those present at the meeting and eligible to vote.		

- (4) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Sunthorn Suwannajade**, 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 reappointment of **Mr. Sunthorn Suwannajade**, 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:	651,696,496	votes	or	99.97	percent
Disapproved:	24,200	votes	or	0.01	percent
Abstained:	150,000	votes	or	0.02	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,696	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, the 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 2022, 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 the previous year as the Company's operating results in year 2021 were close to the established target; therefore the annual bonus payments for the Directors for year 2021 are the same as the previous year with the Chairman of the Board of Directors receiving Baht 350,000 and the Directors receiving Baht 300,000 per person.
- (2) The sub-committees receive fixed monthly remuneration by which in the past, the Company has paid remunerations to 4 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 Nomination and Remuneration Committee comprising of 3 members receives a fixed monthly remuneration which are to be kept the same as follows: The Chairman of the Nomination and Remuneration Committee receiving 20,000 baht per month and the other 2 Nomination and Remuneration 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.
 - (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.

After that, 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 2022 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 2022, as presented above with the following number of votes:

Approved:	614,143,596	votes	or	94.21	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	37,727,100	votes	or	5.79	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,696	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 Maneeratchchai, Audit Committee Chairman, was assigned to mention the rules and criteria in selecting the auditor and determining the audit fee for year 2022 in this meeting agenda.

Mr. Sakda Maneeratchchai, the Chairman of the Audit Committee, 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,

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.

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To be the Company's financial auditor for year 2022, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2022, totaling 1,620,000 baht, which is the same as the previous year.

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 2022. The annual audit fee, review fee, quarterly financial statements, and quarterly and annual financial statements preparation fee for 2022 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 2022, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2022, totaling 1,620,000 baht, which is the same as the previous year. However, in the event that the certified auditors as aforementioned are unable to perform duties, KPMG Phoomchai Audit Ltd., is authorized to engage 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, as recommended by the Audit Committee, with the following number of votes.

Approved:	651,870,696	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	651,870,696	votes for those present at the meeting and eligible to 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

The Chairman stated that 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) as follows:

(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>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> <p>(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.</p> <p>(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:</p> <p>(a) Sale or transfer of business of the Company, in whole or in essential part, to other persons</p> <p>(b) Purchase or acceptance of transfer of business of other companies or private companies by the Company</p> <p>(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</p> <p>(d) Amendment of the memorandum of association or articles of association</p> <p>(e) Increases or reductions of the capital</p> <p>(f) Issuance of preferred stock, debentures, secured bonds, convertible debentures, warrants for stock or debentures or any other securities pursuant to the law</p> <p>(g) Liquidation of the Company</p> <p>(h) Amalgamation of the Company</p>	<p>ARTICLE 42: A resolution of the meeting of shareholders shall be supported by votes as follows:</p> <p>(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.</p> <p>(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:</p> <p>(a) Consideration of the Directors' Remuneration</p> <p>(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:</p> <p>(a) Sale or transfer of business of the Company, in whole or in essential part, to other persons</p> <p>(b) Purchase or acceptance of transfer of business of other companies or private companies by the Company</p> <p>(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</p> <p>(d) Amendment of the memorandum of association or articles of association</p> <p>(e) Increases or reductions of the capital</p> <p>(f) Issuance of preferred stock, debentures, secured bonds, convertible debentures, warrants for stock or debentures or any other securities pursuant to the law</p> <p>(g) Liquidation of the Company</p> <p>(h) Amalgamation of the Company</p>

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.

AGENDA 2

TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2022

Background and Rationale

The Report of the Board of Directors on the Operating Results of Year 2022 including other information and reports of the Company during 2022 have been reported in the Form 56-1 One Report Year 2022 (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 2022 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, 2022

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, 2022, which have been reported in the Form 56-1 One Report Year 2022 (in QR Code format) on pages 209 under the section titled “Financial Statements”, including the analysis of the financial status and operation results of the Company for year 2022 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 2022 (in QR Code format) on page 186.

Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2022 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, 2022 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. 371 (2/2023) dated February 20, 2023 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 0.50 per share or equal to 66.67 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)	2022	2021	2020
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	855	855	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)	0.75	0.68	0.62
Dividend per Share (Baht per Share)	0.50	0.46	0.42
Dividend Payout Ratio %	66.67%	67.65%	67.74%
Retained Earnings (Loss) from Previous Year	631.16	351.60	680.14
Add Net Profit (Loss) for the year	642.15	579.96	549.51
Add Actuarial gains (losses)	32.41 ⁽²⁾	-	(8.71) ⁽²⁾
Income tax relating to components of other comprehensive income	(6.48) ⁽²⁾	-	1.74 ⁽²⁾
Comprehensive Profit (Loss) for the year	668.08	579.96	542.54
Less Legal Reserve	-	-	-
Repurchase Shares Reserve (Reversal)	-	(511.96)	511.96
Impact from authorized capital reduction for repurchase shares	-	419.04	-
Payment of Interim Dividend 1/20xx	205.21	188.11	171.01
Payment of Dividend 2/20xx	222.31 ⁽³⁾	205.21	188.11
Unappropriated Retained Earnings (Loss) Carried Forward	871.72	631.16	351.60



- (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, 2022 and 2021.
- (3) As can be seen from the Table above, for Year 2022, the projected dividend payment No. 2/2022 was calculated from the issued and paid-up ordinary shares deducted by the number of repurchase shares remaining as of the end of year 2022, 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 7, 2023.

Dividend Payout As Compared to Net Profit Year 2022

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2022 at Baht 0.50 per share or 66.67 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. 1/2022 on September 16, 2022 at Baht 0.24 per share. Therefore, there remains a dividend of Baht 0.26 per share for the dividend payment no. 2/2022, which is expected to be paid on May 12, 2023. 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 7, 2023. Accordingly, the eligibility for the dividend payment no. 2/2022 must be approved at the 38th Annual General Meeting of Shareholders (Year 2023) 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 2023 is considered the 19th 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. Prakit Pradipasen, (2) Mr. Sakda Maneeratchatchai, (3) Mr. Warayu Pradipasen and (4) Mr. Kamolaphat Teepsuwan.

Nomination Criteria and Procedure

As for the nomination criteria and procedure, the selection of persons for the directorship positions to replace the Directors retired by rotation, have been carefully considered by the NRC Committee during the Meeting No. 1/2023 held on January 12, 2023. 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. Prakit Pradipasen, (2) Mr. Sakda Maneeratchatchai, (3) Mr. Warayu Pradipasen and (4) Mr. Kamolaphat Teepsuwan. for the following reasons:

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

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

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

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

(4.1) Mr. Prakit Pradipasen: currently the Chairman, holding the position of Chairman of the Board of Directors throughout the past years, has performed well as Chairman. He arranges the monthly meeting of the Board of Directors to monitor the Company's performance, sales, production, finance, and business development, closely following up on important issues, including giving good advice on problem-solving and personnel development. He also promoted innovation until the Company received the award "Innovation Organization" of the year 2018 from the National Innovation Agency (Public Organization) [NIA] and was given the right to send training personnel to develop innovation potential and develop production processes to be modern by using robots (Robot) to replace human labor in areas where there is a lot of work and accident-prone to increase work efficiency. As a result, the Company had the best operating results in the past year compared to previous years.

(4.2) Mr. Sakda Maneeratchatchai: was previously the Director of the Company and therefore possesses good knowledge and understanding of the Company's business. He is currently the Independent Director and Audit Committee Chairman. Throughout the past years, he has performed his duties as a Director and Audit Committee Chairman very well, paying attention to all matters, especially in the production process and engineering of the Company, including setting up an internal audit system to be concise and can be monitored in every process. He is also independent in giving opinions and making recommendations that benefit the Company's business operations, etc. Over the past years, he has performed his duties well as a director and Chairman of the Audit Committee.

Mr. Sakda Maneeratchatchai has been in the position of an independent director since April 17, 2009 (including a tenure of 13 years) and has been the Audit Committee Chairman since 2013 (for a total term of 9 years). If including this renewal is, there will be a period of tenure of 12 years); according to good corporate governance principles, the holding of office of an independent director should not exceed nine years. But because Mr. Sakda is fully qualified under the Public Limited Companies Act B.E. 2535 and is knowledgeable in the Company's production and engineering processes, including establishing an internal audit system to be concise and able to be audited in every process. He is also independent in expressing opinions and helpful advice to the Company by relevant laws.

(4.3) Mr. Warayu Pradipasen: currently the Director, has been appointed by the Board of Directors' Meeting No. 282 dated November 4, 2015, having knowledge, capability, experience and expertise in transport and logisticssystem. Throughout the past years, he has performed his duties as a Director very well, paying attention to all matters, especially transportation systems, logistics systems, production processes, and engineering aspects of the Company. It also includes various social media that the Company has developed to assist in communicating with the Company's customers by paying attention and giving suggestions that are beneficial to the Company's business, etc.

(4.4) Mr. Kamolaphat Teepsuwan: currently the Director, has been appointed by the Board of Directors' Meeting No. 309 dated January 29, 2018, He is a knowledgeable person with experience and expertise in finance and banking, engineering management, product design, sales, and marketing both domestically and internationally, as well as knowledge of real estate development. Throughout the past years, he has performed his duties as a Director very well, paying attention to all matters, especially in product design and real estate development, by providing valuable suggestions for the Company's business operations, etc.

Accordingly, the Company provided the opportunity for shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance criteria through the Company's website (www.dbp.co.th) from October 1, 2022 to December 31, 2022. 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. 371 (2/2023) held on February 20, 2023, 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. Prakrit Pradipasen: | Proposed for re-appointment as the Director |
| (2) | Mr. Sakda Maneeratchatchai: | Proposed for re-appointment as the Independent Director |
| (3) | Mr. Warayu Pradipasen: | Proposed for re-appointment as the Director |
| (4) | Mr. Kamolaphat Teepsuwan: | Proposed for re-appointment as the Director |

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In addition, the NRC Committee Meeting and Board of Directors' Meeting have considered and resolved to propose Mr. Sakda Maneeratchatchai, current Independent Director, to be reappointed as the Independent Director for another term of office, 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. Prakrit Pradipasen

Position in the Company:	Chairman
Current Position(S) in the Board:	Director
Nationality:	Thai
Age:	80 years

Education :

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

Expertise :

Business Management, Finance and Banking

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

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

Work Experience :

- (1) Currently holding Directorship and Executive positions in 5 listed companies as follows:
 - 2019 - present Independent Director and Audit Committee Chairman, Toray Textiles (Thailand) Plc.
 - 2003 - present Chairman, Diamond Building Products Plc.
 - 2000 - present Independent Director and Audit Committee Member, Susco Plc.
 - 2000 - present Chairman and Independent Director, Asian Marine Service Plc.
 - 2000 - present Independent Director and Audit Committee Chairman, Hardthip Plc.
- (2) Currently holding Directorship/Executive positions in other businesses (not the listed company in (1) above) at 2 companies as follows:
 - 2019 - present Director, Pattaya Grand Village Co., Ltd.
 - 2002 - present Director, Myriad Materials Co., Ltd.

(3) Work Experience during the Past 5 Years:

- 2000 - 2019 Chairman, Anghthong Sugar Terminal
- 2000 - 2019 Independent Director and Audit Committee Chairman, Luckytex (Thailand) Plc.
- 2000 - 2018 Independent Director, Audit Committee Chairman and Nomination and Remuneration Committee Member, Supalai Plc.
- 2000 - 2018 Chairman, Independent Director and Nominating and Corporate Governance Chairman, Erawan Group Plc.
- 2000 - 2016 Independent Director and Audit Committee Chairman, Thai Carbon Black Plc.

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

Shareholding in the Company as of December 31, 2022 :
14,539,500 shares or 1.70%

Period of Directorship with the Company : 19 years

Meeting Attendance Record :

Board of Directors' Meeting in 2022: Attended all 12 meetings

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

Dispute in the 10 preceding years : None

Family Relation with Other Directors : 1 person as follows;

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



Mr. Sakda Maneeratchatchai

Position in the Company: Independent Director
and Audit Committee Chairman
Current Position(S) in the Board: Independent Director
Nationality: Thai
Age: 78 years

Position as the Independent Director:

Started from April 17, 2009, totaling 13 years

The total period of time in the position will be 16 years when includes the office term proposed at this time until it ends.

Education :

- Bachelor of Electrical Engineering, FEATI University, Philippines

Expertise :

Engineering

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

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

Work Experience :

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

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

Shareholding in the Company as of December 31, 2022 :
4,099,000 shares or 0.48%

Period of Directorship with the Company : 13 years

Meeting Attendance Record :

- (1) Board of Directors' Meeting in 2022: Attended all 12 meetings
- (2) Audit Committees' Meeting in 2022: Attended all 7 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. Warayu Pradipasen

Position in the Company:	Director and Corporate Governance Committee Member
Current Position(S) in the Board:	Director
Nationality:	Thai
Age:	45 years

Education :

- Bachelor of Science, Civil Engineering Rensselaer Polytechnic Institute, New York, USA
- Master of Science, Business Administration (Logistics and Transportation) University of Maryland at College Park, Maryland, USA.

Expertise :

Business Management, logistics system and transport system

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

- (1) Director Accreditation Program (DAP 126/2016)
- (2) Financial Statements for Directors (FSD 43/2020)

Work Experience :

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

- 2015 - present Director and Corporate Governance Committee Member, Diamond Building Products Plc.

(2) Currently holding Directorship/Executive positions in other businesses (not the listed company in (1) above) at 1 companies as follows:

- 2021 - present Director, Strategy & Planning Division Office of the Permanent Secretary, Ministry of Transport

(3) Work Experience during the Past 5 Years:

- 2019 - 2021 Head of Rail & Marine Transport Group, Office of the Permanent Secretary, Ministry of Transport
- 2018 - 2019 Manager, Aviation Industry Promotion Department, The Civil Aviation Authority of Thailand
- 2015 - 2018 Head of Infrastructure Development Group, Office of the Permanent Secretary, Ministry of Transport

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

Shareholding in the Company as of December 31, 2022 :
710,000 shares or 0.08%

Period of Directorship with the Company : 7 years

Meeting Attendance Record :

- (1) Board of Directors' Meeting in 2022: Attended all 12 meetings
- (2) Corporate Governance Committees' Meeting in 2022: Attended all 5 meetings

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

Dispute in the 10 preceding years : None

Family Relation with Other Directors : 1 person as follows;

- Mr. Prakit Pradipasen, currently the Chairman



Mr. Kamolaphat Teepsuwan

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

Education :

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

Expertise : Business Management

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

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

Work Experience :

- (1) Currently holding Directorship and Executive positions in 1 listed companies as follows:
 - 2018 - present Director, Diamond Building Products Plc.
- (2) Currently holding Directorship/Executive positions in other businesses (not the listed company in (1) above) at 5 companies as follows:
 - 2018 - present Director, Myriad Materials Co.,Ltd.
 - 2016 - Present Director, Wisdom Enterprise Co., Ltd.
 - 2016 - Present Director, Royal Porcelain Plc.
 - 2014 - present Director, Pattaya Grand Village Co., Ltd.
 - 2007 - present Director, Phahol 8 Co., Ltd.
- (3) Work Experience during the Past 5 Years : None

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

Shareholding in the Company as of December 31, 2022 :
None

Period of Directorship with the Company : 4 years

Meeting Attendance Record :

(1) Board of Directors' Meeting in 2022: Attended 11 out of 12 meetings

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

Dispute in the 10 preceding years : None

Family Relation with Other Directors : 1 person as follows;

- Mr. Chatchai Teepsuwan, currently the Director and NRC Member



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.

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(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 2022, the 37th Annual General Meeting of Shareholders (Year 2022) 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 four 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).

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(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. The above remuneration rates have been used since January 2022 after the approval by the 37th Annual General Meeting of Shareholders (Year 2022).

(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 2022 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2022 (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 2023.

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 2022 on 309 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	66,770	2,500	690,000	34,499	2,500	218,000
Building & Construction Materials Sector	69,312	10,000	320,000	34,678	10,000	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	38,498	5,000	450,000	26,850	3,750	200,000
Building & Construction Materials Sector	42,241	10,000	180,000	31,937	7,000	120,000
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	26,176	1,500	120,000	17,934	1,500	75,000
Building & Construction Materials Sector	25,771	3,500	120,000	20,738	4,167	75,000
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	29,106	3,333	120,000	16,771	1,667	70,000
Building & Construction Materials Sector	10,833	4,167	20,000	6,945	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	1,048,609	24,375	7,300,000	708,948	24,375	7,300,000
Building & Construction Materials Sector	911,343	58,272	6,420,000	637,148	58,272	4,280,000
Diamond Building Products Public Co., Ltd.		350,000			300,000	

Board of Directors' Opinion

The Board of Directors' Meeting No. 370 (1/2023) dated January 23, 2023 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 2022 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2023 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 2022 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.

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- (2) Monthly remunerations for the four 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 PTI Committee, comprising of 5 PTI Committee members: 4 executive directors and 1 non-executive directors. The remuneration for 1 non-executive director, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the PTI Committee receiving Baht 20,000 per month.

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. 44/2556 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 7 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 5 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 5 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.

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- (3) The comparison of audit fees between the new auditor for year 2023 and previous auditor for year 2022 are as follows:

Description (Unit : Baht)	Year 2023	Year 2022	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 2023 and 2022 is as follows.

Description (Unit : Baht)	Year 2023	Year 2022	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 2022, 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 2023, 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 2023 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. 371 (2/2023) dated February 20, 2023, 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 2023, having the audit fee for year 2023 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 OF THE COMPANY’S ARTICLES OF ASSOCIATION IN CHAPTER OF THE BOARD OF DIRECTORS INCLUDING ARTICLE 29 AND ARTICLE 33, AND CHAPTER OF THE SHAREHOLDERS’ MEETING INCLUDING ARTICLE 37, ARTICLE 38 AND ARTICLE 41, IN COMPLIANCE WITH THE ESTABLISHED LAWS

Background and Rationale

For the Company’s Articles of Association to be in line with the Public Limited Companies Act B.E. 2535 (1992) and its amendments, therefore, hereby amends the Articles of Association of the Company, Article 29 and Article 33 of the Board of Directors Chapter and Article 37, Article 38, and Article 41 of the Shareholders’ Meeting Chapter as follows:

Original Statements (Current Version)	Amended Statements
CHAPTER OF THE BOARD OF DIRECTORS	
<p>ARTICLE 29: In summoning a meeting of the Board of Directors, the chairman or a person entrusted by him shall send a letter of the summoning of the meeting to the directors not less than seven (7) days before the date of the meeting; except in the event of necessity or urgency for the purpose of preserving the rights and benefits of the Company, notice of the summoning of the meeting may otherwise be given and the date fixed for the meeting may be earlier than that.</p> <p>The Board of Directors shall hold a meeting in the locality in which the head office of the company is situated or other localities as deemed appropriate.</p>	<p>ARTICLE 29: In summoning a meeting of the Board of Directors, the chairman or a person entrusted by him or a person assigned by law shall send a letter of the summoning of the meeting to the directors not less than three (3) days before the date of the meeting; except in the event of necessity or urgency for the purpose of preserving the rights and benefits of the Company. The meeting can be called by electronic means or any other method, and the meeting date may be set earlier.</p> <p>The Board of Directors shall hold a meeting in the locality in which the head office of the company is situated or other localities as deemed appropriate.</p>
<p>ARTICLE 33: The Board of Directors shall hold a meeting at least once every three (3) months at the head office of the Company or other province or overseas country as determined by the chairman of the board. The chairman of the board or the assigned person shall summon the meeting or in the event of necessity, two (2) or more directors may request the chairman of the board to summon the board of directors meeting. In this case, the chairman of the board shall fix the meeting date within 14 days after receipt of the request.</p>	<p>ARTICLE 33: The Board of Directors shall hold a meeting at least one (1) time every three (3) months at the locality where the Company’s head office is located or nearby provinces or other localities in the Kingdom of Thailand as determined by the chairman of the Board.</p> <p>The meeting of the Board of Directors under the first paragraph may be conducted via electronic means as provided in the law on electronic conferencing. In such case, it shall be deemed that the head office of the Company is the meeting place.</p> <p>The chairman of the board or the person assigned by him/her shall summon the meeting when there is a reasonable cause or protect the rights or benefits of the Company. Two (2) or more directors may jointly request the chairman of the board to summon the board of directors meeting, provided that the subjects and reasons to be proposed to the meeting are also specified. In this case, the chairman of the board shall schedule the meeting date within fourteen (14) days from the date of request.</p> <p>Suppose the chairman fails to take action under the third paragraph. In that case, the requested members may jointly call and schedule a meeting of the Board of Directors to</p>



Original Statements (Current Version)

Amended Statements

CHAPTER OF THE BOARD OF DIRECTORS

consider the requested matter within fourteen (14) days from the expiration date of the period under the third paragraph.

If the chairman is absent for any reason, the vice-chairman shall call the board of directors' meeting. In the absence of a vice-chairman for any reason, two (2) or more directors may jointly call the Board of Directors' meeting.

CHAPTER OF THE MEETING OF SHAREHOLDERS

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

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

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

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

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

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of paid-up shares may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, **provided that the subjects and reasons to be proposed to the meeting are also specified in the said letter.** 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.

In the case in which the Board of Directors fails to hold a meeting within the period specified in the third paragraph, the shareholders who have subscribed their names or other shareholders holding the required number of shares together may call the meeting by themselves within forty-five (45) days from the date of expiration of the period under the third paragraph. In such case, it shall be deemed that the Board of Directors calls the meeting, and the Company shall be responsible for the necessary expenses incurred from holding the meeting and providing reasonable facilitation.

In the case that the shareholders convene any shareholders' meeting under the fourth paragraph and it appears that the number of shareholders attending the meeting is insufficient to constitute a quorum as specified in Article 39. The shareholders under the third paragraph must be jointly responsible for reimbursing the Company for expenses incurred from holding that meeting.

In the case in which the shareholders call the meeting by themselves by the fourth paragraph, the shareholder calling a meeting may send a meeting notice to shareholders by electronic means if such shareholder has informed the Company or the Board of Directors of their intention or consent.

Original Statements (Current Version)	Amended Statements
CHAPTER OF THE MEETING OF SHAREHOLDERS	
<p>ARTICLE 38: In summoning the meeting of shareholders, the Board of Directors shall prepare a notice of the summoning of a meeting of shareholders specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable and clear specification whether each matter is for acknowledgment, approval or consideration including opinion of the Directors on such matter and whereupon it shall be sent to the shareholders and the registrar for acknowledgement not later than seven (7) days before the date fixed for the meeting, and published in a newspaper for three (3) consecutive days not later than three (3) days before the date fixed for the meeting.</p> <p>The meeting of shareholders may be arranged at the head office of the Company or within the province situated by the head office or other places as determined by the board of directors.</p>	<p>ARTICLE 38: In summoning the meeting of shareholders, the Board of Directors shall prepare a notice of the summoning of a meeting of shareholders specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable and clear specification whether each matter is for acknowledgment, approval or consideration including opinion of the Board of Directors on such matter and whereupon it shall be sent to the shareholders and the registrar for acknowledgement not later than seven (7) days before the date fixed for the meeting, provided that the notice of the meeting shall be published in a newspaper at least three (3) days before the meeting date.</p> <p>A shareholders' meeting can be held at the location of the Company's head office, a nearby province, or any other place as determined by the Board of Directors.</p> <p>If a meeting is held via electronic means, the head office of the Company shall be deemed the meeting venue.</p>
<p>ARTICLE 41: In the meeting of shareholders, shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf. The proxy must be dated and signed by the shareholder who is a proxy as prescribed by the Registrar.</p> <p>Such proxy shall be submitted to the chairman of the board or to the person designated by the chairman of the board prior to proxies attend the meeting.</p>	<p>ARTICLE 41: In the meeting of shareholders, shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf. The proxy must be dated and signed by the shareholder who is a proxy as prescribed by the Registrar.</p> <p>Such proxy shall be submitted to the chairman of the board or to the person designated by the chairman of the board prior to proxies attend the meeting.</p> <p>A power of attorney under the first paragraph may be made using electronic means instead, using a safe and reliable method that the power of attorney is made by the shareholders according to the rules as prescribed by the Registrar.</p>

Board of Directors' Opinion

The Board of Directors' Meeting No. 371 (2/2023) dated February 20, 2023 has considered and resolved to propose the Shareholders' Meeting to consider and approve of the amendment to Article 29 and Article 33 of the Board of Directors Chapter and Article 37, Article 38, and Article 41 of the Shareholders' Meeting Chapter to comply with the Public Limited Companies Act B.E. 2535 (1992) and its amendments.

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.

The 38th Annual General Meeting of Shareholders (Year 2023)

- (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. Thanit Pulivekin: 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon, Pravet, Bangkok 10250
 - Mr. Woodthikrai Soatthiyanon: 18 Srinakharin Soi 52, Nongbon, Pravet, Bangkok 10250
 - 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.

In addition, the meeting of shareholders can be conducted through electronic media in accordance with the requirements of the laws.



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 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:
 - (A) Consideration of the Directors' Remuneration
- (3) 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 38th General Annual Meeting of Shareholders (year 2023), 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 20, 2023. 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 20, 2023.**

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



**Duty Stamp
20 Baht**

Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development

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

Made at

Date MonthYear

(1) I/We Nationality
Residing at No Road Sub district
District Province Postal Code Country

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

(3) Hereby granting proxy to:

(1) Age years, residing at No.
Road Sub district District
Province Postal Code ; or,

(2) Age years, residing at No.
Road Sub district District
Province Postal Code ; or,

(3) Age years, residing at No.
Road Sub district District
Province Postal Code ;

only one of above as my/our proxy to attend and vote in the 38th Annual General Meeting of Shareholders (Year 2023) to be held on April 21, 2023 at 10:00 hours, at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, 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.

The 38th Annual General Meeting of Shareholders (Year 2023)



Duty Stamp
20 Baht

Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development

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

Made at

Date Month Year

(1) I/We Nationality
Residing at No Road Sub district
District Province Postal Code Country

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

(3) Hereby granting proxy to:

(1) Age years, residing at No.
Road Sub district District
Province Postal Code ; or,

(2) Age years, residing at No.
Road Sub district District
Province Postal Code ; or,

(3) Age years, residing at No.
Road Sub district District
Province Postal Code ;

only one of above as my/our proxy to attend and vote in the 38th Annual General Meeting of Shareholders (Year 2023) to be held on April 21, 2023 at 10:00 hours, at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, 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 37th Annual General Meeting of Shareholders (Year 2022)

(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 2022

(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, 2022
 - (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 of the Company's Articles of Association in Chapter of the Board of Directors including Article 29 and Article 33, and Chapter of the Shareholders' Meeting including Article 37, Article 38 and Article 41, in compliance with the established laws
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve Disapprove Abstain
- Agenda No. 9: Other Matters (if any)
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve Disapprove Abstain
- (2) Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Appointment of the group of Directors
 - Approve Disapprove Abstain

The 38th Annual General Meeting of Shareholders (Year 2023)

- Appointment of Individual Director
Director's Name: **Mr. Prakit Pradipasen**
 Approve Disapprove Abstain
- Director's Name: **Mr. Sakda Maneeratchatchai**
 Approve Disapprove Abstain
- Director's Name: **Mr. Warayu Pradipasen**
 Approve Disapprove Abstain
- Director's Name: **Mr. Kamolaphat Teepsuwan**
 Approve Disapprove Abstain

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

(6) If I/We do not specify 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 38th Annual General Meeting of Shareholders (Year 2023) to be held on April 21, 2023 at 10:00 hours, at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, 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

The 38th Annual General Meeting of Shareholders (Year 2023)

Duty Stamp
20 Baht

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

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

Made at
 Date Month Year

(1) I/We Nationality
 Residing at No Road Sub district
 District Province Postal Code Country
 As the Custodian of Shares for whom is the shareholder
 of Diamond Building Products Public Company Limited,
 holding a total number of shares and number of votes equal to votes as follows:
 Ordinary shares shares and number of votes equal to votes
 Preferred shares shares and number of votes equal to votes

(2) Hereby granting proxy to:
 (1) Age years, residing at No.
 Road Sub district District
 Province Postal Code ; or,
 (2) Age years, residing at No.
 Road Sub district District
 Province Postal Code ; or,
 (3) Age years, residing at No.
 Road Sub district District
 Province Postal Code

only one of above as my/our proxy to attend and vote in the 38th Annual General Meeting of Shareholders (Year 2023) to be held on April 21, 2023 at 10:00 hours, at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

- Granting proxy for all the shareholding with the right to vote
- Granting partial proxy as follows:
 - Ordinary shares of shares with right to number of votes votes
 - Preferred shares of shares with right to number of votes votes
 For a total voting right of votes

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

- (1) Agenda No. 1: To Adopt and Approve the Minutes of the 37th Annual General Meeting of Shareholders (Year 2022)
 - (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 2022
 - (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, 2022
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes
 - Disapprove votes
 - Abstain votes
- Agenda No. 4: To Consider and Approve the Appropriation of Earnings
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes
 - Disapprove votes
 - Abstain votes
- Agenda No. 6: To Consider the Remunerations of the Directors
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes
 - Disapprove votes
 - Abstain votes
- Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fee
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes
 - Disapprove votes
 - Abstain votes
- Agenda No. 8: To Consider and Approve the Amendment of the Company's Articles of Association in Chapter of the Board of Directors including Article 29 and Article 33, and Chapter of the Shareholders' Meeting including Article 37, Article 38 and Article 41, in compliance with the established laws
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes
 - Disapprove votes
 - Abstain votes
- Agenda No. 9: Other Matters (if any)
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes
 - Disapprove votes
 - Abstain votes
- (2) Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation
 - (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
 - (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Appointment of the group of Directors
 - Approve votes
 - Disapprove votes
 - Abstain votes

The 38th Annual General Meeting of Shareholders (Year 2023)

Appointment of Individual Director
 Director's Name: **Mr. Prakit Pradipasen**

Approve votes Disapprove votes Abstain votes

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

Approve votes Disapprove votes Abstain votes

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

Approve votes Disapprove votes Abstain votes

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

Approve votes Disapprove votes Abstain votes

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

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

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

Signed Grantor
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Notes:

- (1) The Proxy Form C is only used for the case that the shareholder in the registry book is a foreign investor with appointment of the custodian of shares in Thailand.
- (2) The evidence required along with the Proxy Form are as follows:
 - (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 38th Annual General Meeting of Shareholders (Year 2023) to be held on April 21, 2023 at 10:00 hours, at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda No. Subject:

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve votes Disapprove votes Abstain votes

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



Mr. Anun Louharanoo

Independent Director, Audit Committee Member and
NRC Committee Member

Age 69 years / Nationality 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) Director Accreditation Program (DAP 105/2013)
- (10) Audit Committee Program (ACP 44/2013)
- (11) R-ACF-Audit Committee Forum (R-ACF 1/2016)
- (12) 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 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, 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, 2022 : 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

CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR

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



Mr. Thanit Pulivekin

Independent Director, Audit Committee Member and
Corporate Governance Committee Chairman

Age 72 years / Nationality Thai

Address 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon,
Pravet, Bangkok 10250

Education:

- B.SC (Chemical Engineering), Chulalongkorn University

Expertise: Engineering

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

- (1) Director Accreditation Program (DAP 105/2013)
- (2) Audit Committee Program (ACP 44/2013)
- (3) What Directors Need to Know about Digital Assets Class 4/2022

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2013 - present Independent Director, Audit Committee Member and Corporate Governance Committee Chairman, Diamond Building Products Plc.

- (2) Currently holding Directorship and Executive positions in other businesses (not listed companies in (1) above) at 2 companies as follows:

- 2018 - present Chairman, Baan Phaholyothin Place Juristic Person
- 2014 - present Director, Phaholyothin Place Juristic Person

- (3) Work Experience during the Past 5 Years : None

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2022 : None
- (3) Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.
- (4) Having special interest which is different than that of other Directors: None

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



Mr. Woodthikrai Soatthiyanon

Independent Director and Corporate Governance
Committee Member

Age 69 years / Nationality Thai

Address 18 Srinakharin Soi 52, Nongbon, Pravet,
Bangkok 10250

Education:

- LL.B., Ramkhamhang University
- Thai Barrister at Law
- Master of Public and Private Management, School of Public Administration, National Institute of Development Administration

Expertise: Legal

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

- (1) Director Accreditation Program (DAP 89/2011)
- (2) Ethical Leadership Program Class 23/2021 (ELP 23/2021)
- (3) Subsidiary Governance Program (SGP 3/2022)

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 companies as follows:

- 2008 - present Managing Partner, Woodthikrai Soatthiyanon Law office

- (3) Work Experience during the Past 5 Years : None

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2022 : None
- (3) Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.
- (4) Having special interest which is different than that of other Directors: None



REQUEST FOR THE HARD COPY OF THE FORM 56-1 ONE REPORT 2022

If the shareholder wishes to receive a hard copy of the Form 56-1 One Report 2022, please kindly provide the name and address below for the delivery of the Form 56-1 One Report 2022.

Please provide the name and address for the delivery:

Name and Surname:

Address:

.....

.....

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 2022 to the shareholder at the earliest convenience.

Submission of Inquiries Relating to the Agenda in the 38th Annual General Meeting of Shareholders (Year 2023)

Shareholders can submit their inquiries relating the agenda in the 38th Annual General Meeting of Shareholders (Year 2023) 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 38th Annual General Meeting of Shareholders (Year 2023), from March 24, 2023 until April 10, 2023.

Accordingly, the Shareholder may submit the inquiry from March 24, 2023 through April 10, 2023. The Company will consider answering inquiries submitted at the time of the 38th Annual General Meeting of Shareholders (Year 2023), through E-mail, facsimile, or any other communication channels as deemed appropriate.

FORM OF INQUIRIES

For the Agenda of the 38th Annual General Meeting of Shareholders (Year 2023)

(1) Shareholder's Information

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

(2) Inquiries on the agenda in the 38th Annual General Meeting of Shareholders (Year 2023)

Agenda 1 : To Adopt and Approve the Minutes of the 37th Annual General Meeting of Shareholders (Year 2022)

Inquiries :
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Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2022

Inquiries :
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Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2022

Inquiries :
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Agenda 4 : To Consider and Approve the Appropriation of Earnings

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

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

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

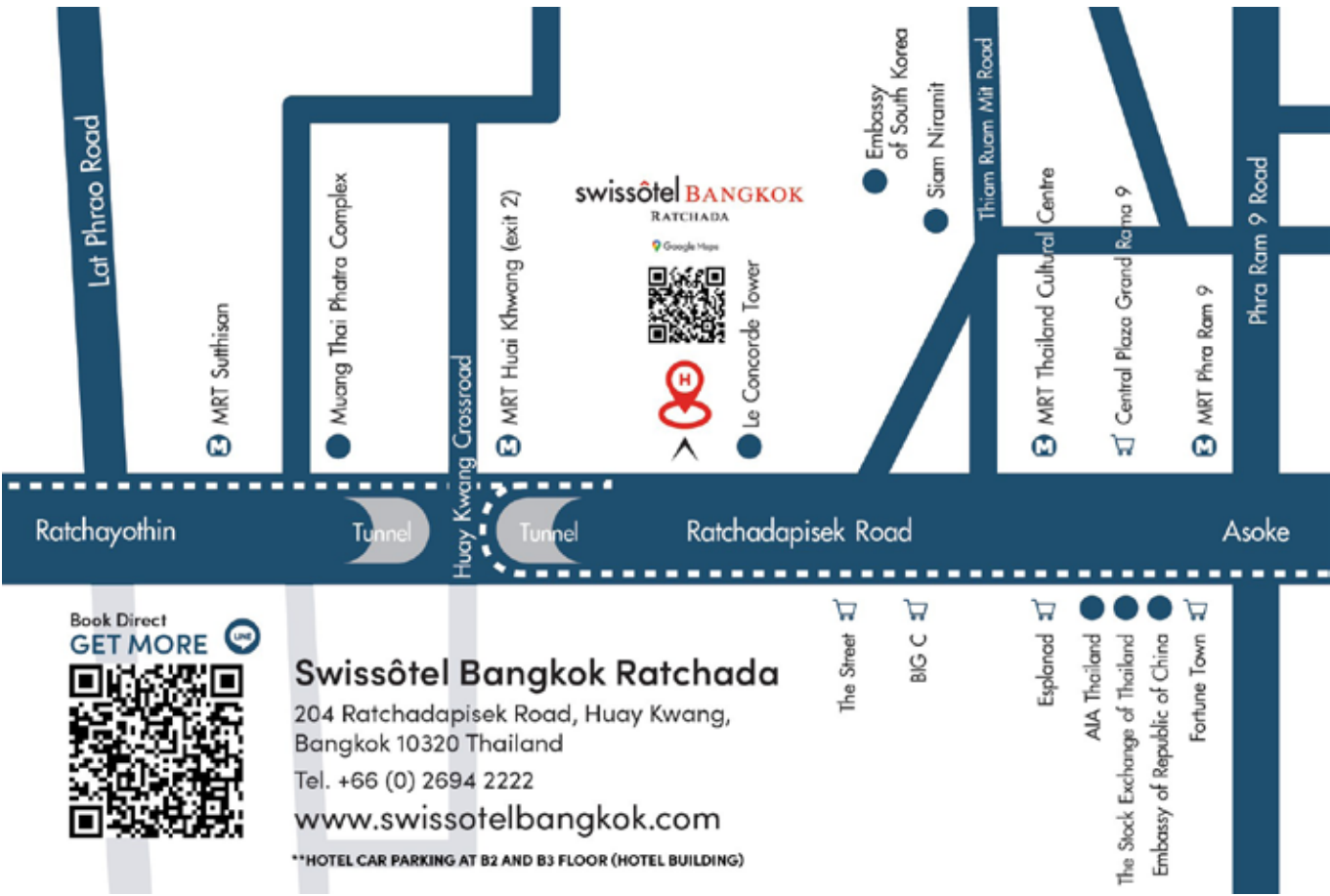
Inquiries :
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Agenda 8 : To Consider and Approve the Amendment of the Company's Articles of Association in Chapter of the Board of Directors including Article 29 and Article 33, and Chapter of the Shareholders' Meeting including Article 37, Article 38 and Article 41, in compliance with the established laws

Inquiries :
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Agenda 9 : Other Matters (if any)

Inquiries :
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www.swissotelbangkok.com

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Diamond Building Products Public Company Limited

Call Center : 0 2619 2333


Website : www.dbp.co.th

E-mail Address : Corpcenter@dbp.co.th

Head Office :


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


 0 3622 4171-8

 0 3622 4187


Branch Office 1 :

 408/163-165, Phaholyothin
Place Bldg., 40th Floor,
Phaholyothin Road,
Samsennai, Phayathai,
Bangkok 10400

 0 2619 0742

 0 2619 0488


Branch Office 2 :

 269 Moo 3, Tambon Samran,
Amphur Muang, Khon Kaen
40000

 0 4339 3390-1

Branch Office 3 :

 169-170 Moo 4, Mitraphap
Road, Tambon Tan Diao,
Amphur Kaengkhoi,
Saraburi 18110

 0 3622 4171-8 Ext. 401-420



www.dbp.co.th