



Invitation to the 39th Annual General Meeting of Shareholders (Year 2024)

Diamond Building Products Public Company Limited



Friday, April 19, 2024 at 10.00 hours

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

Registration starts at 08.00 hours.

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

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

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

According to the 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. 047 / 2024

March 29, 2024

Subject: Invitation to the 39th Annual General Meeting of Shareholders (Year 2024)

Attention: Shareholder

Enclosed: (1) Form 56-1 One Report Year 2023 (in QR Code format)
(2) Minutes of the 38th Annual General Meeting of Shareholders (Year 2023)
(3) Documents for Meeting Agenda No. 1-9, 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 39th Annual General Meeting of Shareholders (Year 2024) to be held on Friday, April 19, 2024 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the following meeting agenda :-

- Agenda 1 :** **To Adopt and Approve the Minutes of the 38th Annual General Meeting of Shareholders (Year 2023)**
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 2023**
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2023, 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, 2023**
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, 2023, 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 0.52 per share, in which the interim dividend payment of Baht 0.26 per share had already been approved and paid to the shareholders on September 15, 2023, 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 3 Directors retired by rotation for another term of office, namely, Mr. Chaiyut Srivikorn, Mr. Asanee Chantong, Mr. Satid Sudbuntad, and consideration and appointment of Assoc. Prof.Dr. Somjai Phagaphasvivat to be the Independent Director in place of Mr. Anun Louharanoo who had notified that he would not take up the position of Director again at the end of his office term, as considered and approved by the Nomination and Remuneration Committee (NRC Committee), according to details in the documents attached herewith.

AGENDA 1

TO ADOPT AND APPROVE THE MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2023)

Background and Rationale

The Company convened the 38th Annual General Meeting of Shareholders (Year 2023) on Friday, April 21, 2023 from 10:00 hrs. to 11:28 hrs. at the Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, 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 38th Annual General Meeting of Shareholders (Year 2023) 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 38TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2023) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The meeting was held on Friday, April 21, 2023 at 10:00 hrs. at the Foyer Salon A, 2nd Floor, Swissotel Bangkok Ratchada Hotel, 204, Ratchadapisek Road, Huay kwang, 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 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, 2022 until December 31, 2022. 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.
- (2) The Company had disseminated the Invitation to the 38th Annual General Meeting of Shareholders (Year 2023) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 24, 2023 until April 10, 2023, 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 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** 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.

Then, it was entered into the 38th Annual General Meeting of Shareholders (Year 2023) by introducing directors, executives, auditors from KPMG Phoomchai Audit Ltd., and representatives from the Thai Investors Association, with the following names:

- (A) The following 12 directors attended this meeting** (the Company's Board of Directors comprises of 12 directors) or 100 percent of the total number of Directors of the Company, whose names are as follows:

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

- (B) Executives Attending the Meeting** comprising of the following 2 persons:

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|---------------------------------|--|
| (1) Ms. Peachayanant Lorvoralak | Production Technology and Innovation Committee Member, Management Committee Member and Assistant Chief Executive Officer Sales and Marketing |
| (2) Mr. Krit Kullertprasert | Production Technology and Innovation Committee Member, Management Committee Member, 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, Ms. Ladda Shiowatana

The meeting started.

The Chairman opened the meeting and thanked all shareholders and proxies for attending the shareholders' meeting today. The Chairman stated that 59 shareholders were attending the meeting in person, holding 53,551,142 shares and by proxy, 58 shareholders holding 598,059,705 shares, totaling 117 shareholders, holding a total of 651,610,847 shares, representing 76.21 percent of total issued shares and voting rights. Therefore, it constituted a quorum according to the Company's requirements. The Company's directors of 12 people attended this meeting (the Company's Board of Directors comprises of 12 directors), representing 100 percent of the total number of directors of the Company. The meeting was then commenced according to the following agendas.

AGENDA 1: TO ADOPT AND APPROVE THE MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2022)

The Chairman proposed that the shareholders' meeting consider approving the Minutes of the 37th Annual General Meeting of Shareholders (Year 2022) held on Friday, April 22, 2022. 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 37th Annual General Meeting of Shareholders (2022) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 37th Annual General Meeting of Shareholders (Year 2022) held on April 22, 2022 as proposed above, with the following number of votes:

Approved:	651,622,847	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	651,622,847	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 2022

The Chairman stated that for the operating results, the Company has reported on various activities prepared in the Annual Registration Statement / Annual Report 2022 (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 for the past year, there had been an unusual event: the war between Russia and Ukraine. The Company has adjusted its strategy to procure sufficient raw materials for the production of products, including adjusted the strategy of selling more products in each and every channel. The Company group's gain of revenue from sales of goods and services was 5,232.45 million baht or an increase of 8.67% from the previous year, which has been the highest sales revenue since the establishment of the Company of more than 38 years. The Company was capable to operate according to the Policy and maintain sales of products in every channel, resulting in the Company's net profit of 625.61 million baht or an increase of 6.86% from the previous year. In addition, the cash flow from operating activities was totaling to 632.55 million baht enabling sufficient liquidity and cash flow to pay dividends, long term loan payment and interest, etc. The Company has a proportion of income from sales of goods and services through 4 channels, namely: (1) Agent 55%, (2) Modern Trade 16%, (3) Housing Project 16% and (4) Export 13%. These channels were all reduced from unusual events such as the currency in Lao PDR, etc.

(2) **Guidelines for operations and plans of the Company in year 2022-2023** : Ms. Peachayanant Lorvoralak, Assistant Chief Executive Officer, Sales and Marketing reported in summary as follows:

(2.1) **The Distribution Channel Development Plan** is as follows:

- Introducing new products and supporting promotional materials.
- Offering sales of Roof Solution, Siding, Board and Autoclaved Aerated Concrete to increase the average value per sale.
- Implementing price strategies and promotions through stores to be in accordance with the market situation.
- Promoting sales through stores to new target groups such as home builders and help supporting partners in E-commerce marketing, etc.
- Developing dealers in targeted areas: Bangkok and its vicinity, to grow continuously.

(2.2) **Joint Development with Leading Real Estate Companies in Thailand:** It is a continuous joint development in order to sell the whole system of products such as roof structures, installation services and accessories. The leading real estate companies in Thailand namely: Sansiri Public Company Limited, Frasers Property (Thailand) Public Company Limited, Supalai Public Company Limited and Quality Houses Company Limited (public), etc.

(2.3) **Modern Trade:** The Company grows together with its partners who have plans to continuously expand more than 25 branches nationwide. In year 2023, the Company has continuously supported marketing materials at stores to introduce products and build brand awareness, such as Booth Displays of sample products, etc.

(2.4) **Continuous Internal Management Development Project:** This has included the Delivery Management System (DMS) to increase the efficiency of transporting goods between the Company and its partners, as well as, the Roof Installation Management System to support the sale of products with roof installation system services.

(2.5) **Marketing Plan in year 2023:** The Company has set the product management in order to improve the product's quality with a development of new products to meet the needs and changing behaviors of customers. The new products have been developed to meet the needs of new customers as well as brand building. Marketing communications have been made for both domestic and international customers.

(2.6) **New Business Development:** such as Diamond Cafe and Working Space, where the Company has been entrusted by coffee shop franchises such as Dioro and Chao Doi, for designing and installing ready-made coffee shops.

(2.7) **Marketing Communication:** In order for the brand to be recognized both domestically and internationally, the Company has created a variety of promotional materials that can be adapted to suit the area and users, such as catalogues, brochures, product guides, product installation, product sale kit, sample displaying stand, product display, and gallery, etc. in the area of partners' shops. The Company also has digital marketing communications through online media such as Website, Facebook, Instagram, YouTube, TikTok, Twitter and Line Official Account, etc., as channels to directly provide information to consumers.

(3) **Sustainable Development Plan:** Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer, Production and Engineering reported in summary as follows:

The Company adheres to the strategy for sustainable development both domestically and internationally by focusing on operating business that does not affect the environment, society on the framework of good governance. However, the environment has changed drastically and rapidly, causing the Company to engage on sustainable development in order to lay a solid foundation, as a result, the Company has gone through various crisis which can be summarized as follows:

Owing to the limited resources, thus focusing on the cost-effective use of resources by using the Circular Economy System in order to be developed by ownself. The Company also cooperates with various government agencies in leading the technology and advancement used to increase productivity. For example, the Company can reduce the use of raw materials, find other raw materials to replace former ones that tend to be scarced or increased in prices while still maintaining the quality of the product. This reflects the sustainability of the organization that can cope with changing environments or business factors. In addition, the Company has as well implemented the 3R strategy (Reuse, Reduce and Recycle) in the production process.

The Company has received an innovation organization awards since year 2017, which is an innovation system from the Stock Exchange of Thailand and the Company itself owns a production technology and innovation committee to closely monitor the innovation. According to the risk assessment in year 2017, the Company found that in year 2020, Thailand will enter into an aging society, resulting in a shortage of labor for the Company. This is the starting point for the development of automation systems and robots to replace human labor. In regarding to energy utilization, the Company has an Energy Management System to manage the use of resources worthily. There are machines modifications for higher efficiency and usable in a long term. In addition, the selection of energy-efficient machines is also considered with sustainable design to reduce the impact on the environment by trying to reduce scrap in order to make efficient use of resources. The collaboration with the National Science and Technology Development Agency (NSTDA) and other agencies in product design and development have been addressed, including the investment plans in machinery expansion whereas the considered machinery must use raw materials as necessary, such as investment in concrete tile production machinery (CT-6), etc.

The Company's details of innovation projects promoted by management are as follows;

(3.1) The Company's Innovation Projects in year 2017 - 2022: There are 42 projects, namely (1) 12 Automation Projects, (2) 18 Robot Projects to replace heavy labor, reduce the risk of fatigue, the chances of getting sick from work and reduce the impact of wage adjustments, and (3) 12 IoT (Internet of Things) Projects to help reduce maintenance costs, repetitive workload, the risk of Break Down and help save investment tax, including increasing production efficiency.

(3.2) The Goal to Reduce Production Cost in year 2023 of 62 Projects is as follows:

(1) Sustainable Development (Circular Economy) Improvement: 21 projects to reduce raw materials, losses from circular economy (3R) and improve QCC work.

(2) Material Cost Improve Program (MCIP): 17 projects to reduce costs from managing raw materials, using raw materials and substitute materials.

(3) Innovation & Smart Factory: 12 projects to reduce the use of contracted labor through automation and robots.

(4) Energy Management System & Engineering Cost Saving: 12 projects to reduce energy costs from using renewable energy and reduce the cost of spare parts for repair work.

(4) Other Management : Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management reported in summary as follows:

(4.1) Corporate Governance: Regarding corporate governance, the Company received 5 awards of pride from the Stock Exchange of Thailand and other institutions as follows:

(1) Award from the Corporate Governance Assessment of Thai Listed Companies, the Company received 92 points, awarded 5 stars, categorized in excellent tier.

(2) Award for the Quality Assessment of the Arrangement of the Annual General Meeting of Shareholders of listed companies, the Company received 100 points, categorized in excellent tier.

(3) Sustainable Stock Award or Thailand Sustainability Investment (THSI), the Company has been received the award for the sixth consecutive year.

(4) The ESG 100 Award, the Company has been selected as one of the ESG 100 securities for outstanding Environmental, Social and Governance performance. (ESG).

(5) The “**Environmental Governance Project**” from the project to build and develop an environmentally friendly industrial network of the Khon Kaen Provincial Industrial Office.

(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. For the year 2022, the Company has added a channel for notifying clues or complaints about corruption via QR code, as well as created online public relations media and posted announcements for employees and stakeholders to know.

(4.3) Social and Environmental Responsibility (CSR activities): The Company has organized activities in the communities surrounding the Company in year 2022 namely: the “**Diamond Heart Technicians**” project in collaboration with Muak Lek Technical College, Saraburi Province. Providing them knowledge about the installation of the Company's products in both theory and practice by supporting products and equipment to create “**Diamond Brand Prefabricated Toilets**” and organized various activities with the community such as Children's Day activity, “**Diamond Brand Volunteer Develops CSR with Mr.D**” activity, and “**Diamond Seedlings on Diamond Green Day 2022**” activity, etc.

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

Mr. Songpol Sukonthapong, a minority shareholder, made the following inquiries:

(1) Licensing fee for autoclaved aerated concrete production formula in the amount of 30 million baht, with a deferred royalty period of 10 years, starting from June 1, 2013, which is expected to be completely written off in May 2023, what are the negative or positive effects of all debits this year?

(2) The progress of the project to expand the production capacity of concrete tiles (CT-6) by 100,000 tons per year to produce commercial products in the first half of year 2024, what is the current progress?

(3) Year 2023, the sales target set is no less than 5% from the previous year, what is the action plan to increase sales according to the set target?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, clarified as follows: All royalties will be eliminated within this year, therefore, expenses would decrease in the second half of the year, causing the cost of production to decrease. Currently the Company is able to produce products without the need to renew the license.

Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer, Production and Engineering, clarified as follows: As for the concrete tile capacity expansion project (CT-6), it will be completed in Q1/2024 as planned. In year 2022, there was an improvement in the production formula making it possible to increase the production capacity of concrete tiles without having to wait for the CT-6 production line, so it can be assured that in year 2023 the Company can still support sales to grow as planned.

Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer, Sales and Marketing, clarified as follows: The Company has discussed with partners in each channel whereas the Company's partners' target has been set to grow more than 5%, so the Company has to adjust because there are many backlog products by improving the expedition of goods to be more quickly. And in terms of production, machinery and production have been improved to respond more rapidly to customer needs.

Mr. Satid Sudbuntad, Chief Executive Officer responded further clarifying that: For the concrete tile capacity expansion project (CT-6) that started construction last year, shareholders may wonder why the production capacity was expanded during the period when the economy was not improving. This was due to currently, the existing concrete tile production line has been operating at full capacity, and with the concept of “**Completely beautiful with a whole diamond**”

house”, the finished roof structure, fiber cement material, corrugated and smooth concrete tiles, were considered to meet the needs of customers. And for the sales target set not less than 5%, the Company was confident that it would grow according to the set target. But there was a pressure arising from the price of main raw materials increasing which affected the maintenance of the gross profit margin. However, the Company would continue to proceed in order to meet the set goal.

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 2022 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 2022 as presented above.

AGENDA 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2022

The Chairman proposed the meeting to consider approving the balance sheet and income statement for the year ended December 31, 2022, 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 2022 (in QR Code format) page 196 under the topic of “**Financial Statements**”, including an analysis of the Company's financial position and performance for the year 2022, page 96 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 2022 (in the form of QR Code) page 175. The Company's Board of Directors has considered that the balance sheet and income statement for the year ended December 31, 2022, 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 ask questions as follows:

Mr. Songpol Sukonthapong, a minority shareholder, inquired that in the year 2022 financial statements, the Company had inventories up to 1,164.70 million baht, finished goods 208.18 million baht, finished goods for sale 26.38 million baht and semi-finished products 113.48 million baht, would this product be sold out by the year 2023 or not? If the product was not sold out, would there be a provision for impairment of the product in the year 2024 or not?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, clarified as follows: For the case of finished goods, semi-finished products, in many years, the first half of the year would sell well. As a result, there were not enough products for sale, the Company needs to stock more products. As for slow-moving or obsolete backups, the Company has not set up additional reserves because of the review from the Company's auditor assuring that products would be sold out within a year. As for the increase in raw materials due to the situation of the war between Russia and Ukraine which affected the delivery of raw materials, from the original delivery period of 60-90 days, it has been extended for another 90-150 days, causing the Company to reserve raw materials so the production would not be suspended as well as there would be enough products for sale in the first half of the year.

Mr. Surachet Winiyakul, a proxy, asked if the Company's stock in year 2022 increased quite a lot while the cost of goods did not increase much as well as if calculating the turnover period of the product in year 2021 in the amount of 90 days and in year 2022 in the amount of 110 days, it could be seen that the turnover period has increased causing by the production of products that did not meet the needs of customers or not? This was the cause that some products had to be stored in stock for a long time.

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, clarified as follows: In regarding to the Company's stock of raw material that was directly imported from abroad, such as asbestos and paper pulp, etc., from the original stock of 3 - 4 months to 6 -8 months because the Company had no idea when the war situation will be over. If the Company did not have a stock, the risk may be that raw material prices would increase. For domestic raw

materials, the Company has sold more roof structures to project customers. The raw materials used in the production were made of steel which been imported through agents in the country. The steel price in the past year was fluctuated, therefore, it was necessary to stock both foreign and domestic raw materials.

Ms. Peachayanant Lorvorlak, Assistant Chief Executive Officer, Sales and Marketing, answered further clarifying that because the Company's sales and production plans for the first half of year 2023 had been set in advance since the second half of year 2022 on what products the Company would sell. The goods delivering to customers by 1 trailer or about 30 tons would be mixed with several types of products together or about 30-35 SKUs. Sometimes there may be a problem that the truck could not be filled in full load, because some items were still in the production line. This was the reason why the Company was necessary to keep stock in order to have products available for sale. Therefore, in order to prepare for sales from the beginning of year 2023, the number of finished goods had to be increased.

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, 2022, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2022 as presented above with the following number of votes:

Approved:	651,678,224	votes	or	99.97	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	163,180	votes	or	0.03	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,841,404	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 0.50 baht per share or 66.67 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no. 1/2022 on September 16, 2022 at 0.24 baht per share. Therefore, there remains a dividend of 0.26 baht per share for the dividend payment no. 2/2022 to the shareholders, which is expected to be paid on May 12, 2023 to the eligible shareholders having their names appear on the share register book on the Record Date of March 7, 2023 and must be approved at the 38th Annual General Meeting of Shareholders (Year 2023). 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 raise questions. It appeared that no shareholders were expressing their opinions. 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, 2022, 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, 2022, as presented above with the following number of votes:

Approved:	651,841,404	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	651,841,404	votes for those present at the meeting and eligible to vote.			

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

The Chairman stated that during this Annual General Meeting of Shareholders, the following 4 Directors would be retired by rotation; namely (1) Mr. Prakit Pradipasen, (2) Mr. Sakda Maneeratchatchai, (3) Mr. Warayu Pradipasen and (4) Mr. Kamolaphat Teepsuwan. 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. 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 logistics system. 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.

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 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. Prakit Pradipasen**, 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. Prakit Pradipasen**, the **Director** who was retired by rotation, as the **Director** for another term of directorship as proposed above, with the following number of votes.

Approved:	640,997,351	votes	or	98.33	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	10,869,500	votes	or	1.67	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,866,851	votes	for those present at the meeting and eligible to vote.		

(2) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Sakda Maneeratchatchai**, 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. Sakda Maneeratchatchai**, 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:	647,106,351	votes	or	99.27	percent
Disapproved:	661,100	votes	or	0.10	percent
Abstained:	4,099,600	votes	or	0.63	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,867,051	votes	for those present at the meeting and eligible to vote.		

(3) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Warayu Pradipasen**, 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. Warayu Pradipasen**, 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:	651,147,051	votes	or	99.89	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	720,000	votes	or	0.11	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,867,051	votes	for those present at the meeting and eligible to vote.		

(4) The Chairman, proposed that the shareholders' meeting consider re-appointing **Mr. Kamolaphat 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. Kamolaphat 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:	651,867,051	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	651,867,051	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 2023, 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 2022 were close to the established target; therefore the annual bonus payments for the Directors for year 2022 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 5 PTI Committee members, namely 4 executive directors and 1 non-executive director. The remuneration is paid to one non-executive director, receiving a fixed monthly remuneration, which shall be kept the same as before with the Chairman of the PTI Committee receiving Baht 20,000 per month.

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 2023 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 2023, as presented above with the following number of votes:

Approved:	617,867,351	votes	or	94.78	percent
Disapproved:	-	votes	or	0.00	percent
Abstained:	34,003,300	votes	or	5.22	percent
Voided Ballots:	-	votes	or	0.00	percent
Of the total	651,870,651	votes for those present at the meeting and eligible to vote.			

AGENDA 7: TO CONSIDER THE APPOINTMENT OF THE AUDITOR AND DETERMINATION OF AUDIT FEE

The Chairman stated that since the annual appointment of the auditor and determination of the audit fee must pass through consideration of the Audit Committee; therefore, Mr. Sakda Maneeratchatchai, Audit Committee Chairman, was assigned to mention the rules and criteria in selecting the auditor and determining the audit fee for year 2023 in this meeting agenda.

Mr. Sakda Maneeratchatchai, 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. 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.

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 Year 2023.

- (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.

To be the Company's financial auditor for year 2023, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2023, 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 2023. The annual audit fee, review fee, quarterly financial statements, and quarterly and annual financial statements preparation fee for 2023 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 2023, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2023, 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:	651,870,651	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	651,870,651	votes for those present at the meeting and eligible to 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

The Chairman stated that 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 consider the requested matter within</p>

Original Statements (Current Version)

Amended Statements

CHAPTER OF THE BOARD OF DIRECTORS

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

Original Statements (Current Version)

Amended Statements

CHAPTER OF THE MEETING OF SHAREHOLDERS

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.

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.

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.

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.

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.

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.**

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.

If a meeting is held via electronic means, the head office of the Company shall be deemed the meeting venue.

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.

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.

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.

AGENDA 2

TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2023

Background and Rationale

The Report of the Board of Directors on the Operating Results of Year 2023 including other information and reports of the Company during 2023 have been reported in the Form 56-1 One Report Year 2023 (in QR Code format) on page 104 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 2023 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, 2023

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, 2023, which have been reported in the Form 56-1 One Report Year 2023 (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 2023 on pages 104 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 2023 (in QR Code format) on page 185.

Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2023 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, 2023 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. 383 (2/2024) dated February 19, 2024 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 0.52 per share or equal to 71.23 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)	2023	2022	2021
Par Value per Share	1.00	1.00	1.00
Number of Paid Up Shares (million shares)	855	855	855
Net Profit per Share (calculated based on weighted average of ordinary shares)	0.73	0.75	0.68
Dividend per Share (Baht per Share)	0.52	0.50	0.46
Dividend Payout Ratio %	71.23%	66.67%	67.65%
Retained Earnings (Loss) from Previous Year	871.72	631.16	351.60
Add Net Profit (Loss) for the year	623.89	642.15	579.96
Add Actuarial gains (losses)	-	32.41 ⁽¹⁾	-
Income tax relating to components of other comprehensive income	-	(6.48) ⁽¹⁾	-
Comprehensive Profit (Loss) for the year	623.89	668.08	579.96
Less Legal Reserve	-	-	-
Repurchase Shares Reserve (Reversal)	-	-	(511.96)
Impact from authorized capital reduction for repurchase shares	-	-	419.04
Payment of Interim Dividend 1/20xx	222.31	205.21	188.11
Payment of Dividend 2/20xx	222.31 ⁽²⁾	222.31	205.21
Unappropriated Retained Earnings (Loss) Carried Forward	1,050.99	871.72	631.16

⁽¹⁾ 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, 2023 and 2022.

⁽²⁾ As can be seen from the Table above, for Year 2023, the projected dividend payment No. 2/2023 was calculated from the issued and paid-up ordinary shares deducted by the number of repurchase shares remaining as of the end of year 2023, 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 5, 2024.

Dividend Payout As Compared to Net Profit Year 2023

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2023 at Baht 0.52 per share or 71.23 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. 1/2023 on September 15, 2023 at Baht 0.26 per share. Therefore, there remains a dividend of Baht 0.26 per share for the dividend payment no. 2/2023, which is expected to be paid on May 10, 2024. 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 5, 2024. Accordingly, the eligibility for the dividend payment no. 2/2023 must be approved at the 39th Annual General Meeting of Shareholders (Year 2024) 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 2024 is considered the 20th meeting since the Company has listed as a public limited company and the following four directors who shall be retired by rotation are: (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo who had notified that he would not take up the position of Director again at the end of his office term.

Nomination Criteria and Procedure

As for the nomination criteria and procedure, the selection of persons for the directorship positions to replace the Directors retired by rotation, have been carefully considered by the NRC Committee during the Meeting No. 1/2024 held on January 12, 2024. The NRC Committee has established a selection process for considering the qualifications in several aspects and approved to propose the following four individuals for the directorship positions to replace those Directors retired by rotation; namely (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Assoc.Prof.Dr. Somjai Phagaphasvivat to be the Independent Director in place of Mr. Anun Louharanoo for the following reasons:

- (1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.
- (2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).
- (3) During the past year, all three individuals have performed their duties consistently having made various suggestions which are beneficial to the Company.
- (4) The works performances of Directors retired by rotation are as follows.

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

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

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

(4.3) Mr. Satid Sudbuntad, currently the Director, Chief Executive Officer, Management Committee Chairman and Production Technology and Innovation Committee Member, as well as having been appointed as the Chairman of the Risk Management Committee (RMC Committee) and Chairman of the Sustainability Committee (SC Committee), Chairman of the Anti-Corruption Committee (ACC Committee) and overseeing the Investor Relations Office. Mr. Satid Sudbuntad has performed his duties well during the past years, having managed, developed and improved the sales and marketing system to become more effective and modern by utilizing information technology including online media such as Facebook, YouTube, Instagram, Twitter, TikTok, Line Official Account and Mobile Application under the name “@DiamondBrandOfficial” to enhance communication regarding product usage aligned with the current social condition, and also enabled online sales through platforms like Facebook Live, and the Web Sale system, thereby continually improving sales efficiency and effectiveness. Additionally, overseeing production, engineering, and central administrative functions has ensured their cohesive alignment with the Company’s objectives and main goals to increase competitive ability. These efforts have resulted in increased sales of products and services, reduced production costs, and a continuous rise in profits, especially during the severe outbreak of the novel coronavirus 2019 (COVID-19) from 2020 to 2022 throughout the world, including Thailand. Despite many businesses closing down, the Company’s operating results have remained outstanding, even amidst fierce competition and an unprecedented economic downturn, including shrinking purchasing power.

(4.4) As Mr. Anun Louharanoo has notified his decision to decline the appointment as a director following the end of his term, the Board of Directors therefore has proposed **Assoc.Prof.Dr. Somjai Phagaphasvivat** to assume the position of Independent Director, succeeding Mr. Anun Louharanoo, whose term will conclude on the date of the 39th Annual General Meeting of Shareholders (Year 2024), scheduled for April 19, 2024. This recommendation aligns with the considerations made by the NRC Committee, which have taken into account the curriculum vitae and qualifications of Assoc.Prof.Dr. Somjai Phagaphasvivat as follows:

(4.4.1) Possesses sufficient knowledge, abilities, skills, experience, and expertise in a specific profession that are advantageous to the Company’s operations.

(4.4.2) Possesses sufficient knowledge and experience to effectively review the reliability of financial statements.

(4.4.3) Does not engage in a business of similar nature and in competition with the Company’s operations, either for personal benefit or for others, in a manner that could create any conflict of interest or benefit in any form.

(4.4.4) Possesses the qualifications required to serve as a director of a listed company in accordance with the guidelines established by the Securities and Exchange Commission (“SEC”) and relevant legal provisions.

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, 2023 to December 31, 2023. 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. 382 (1/2024) held on January 29, 2024, having carefully considered through selection process of the NRC Committee, according to its directors nomination policy, has considered that the proposed directors have qualifications suitable for Company's business; therefore resolved to propose to the Shareholders' Meeting to consider and approve of the appointments of the four Directors as follows.

- | | | |
|-----|---------------------------------------|---|
| (1) | Mr. Chaiyut Srivikorn: | Proposed for re-appointment as the Director |
| (2) | Mr. Asanee Chantong: | Proposed for re-appointment as the Director |
| (3) | Mr. Satid Sudbuntad: | Proposed for re-appointment as the Director |
| (4) | Assoc.Prof.Dr. Somjai Phagaphasvivat: | Proposed for Independent Director position in place of Mr. Anun Louharanoo as the NRC Committee has nominated and recommended above |

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. Chaiyut Srivikorn

Age 57 years / Nationality Thai

Position in the Company: Director and NRC Chairman

Current Position(S) in the Board: Director

Education:

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

Expertise:

- Business Management, Finance and Banking

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

- (1) Director Accreditation Program (DAP 33/2005)
- (2) Role of the Compensation Committee (RCC 7/2008)
- (3) Successful Formulation and Execution of Strategy (SFE 13/2011)
- (4) Anti-Corruption the Practical Guide (ACPG 31/2016)
- (5) Corporate Governance for Executives (CGE 7/2016)
- (6) Ethical Leadership Program Class 21/2021 (ELP21/2021)
- (7) What Directors need to Know about Digital Assets (4/2022)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 2 listed companies as follows:
 - 2003 - present Director and NRC Chairman, Diamond Building Products Plc.
 - 2013 - present Director, CPanel Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 8 companies as follows:
 - 2016 - Present Chairman, Srivikorn Foundation
 - 2015 - present Executive Director, TCMC Furniture (UK.) Co., Ltd.
 - 2012 - present Chairman, Action Perfect Co., Ltd.
 - 2002 - present Director, Myriad Materials Co., Ltd.

- 1999 - present Executive Director, TCH Suminoe Co., Ltd.
- 1999 - present Chairman, Thai Outdoor Sport Group Co., Ltd.
- 1998 - present Executive Director, Srivikorn Group Holdings Co., Ltd.
- 1991 - present Executive Director, President Hotel and Tower Co., Ltd.

(3) Work Experience during the Past 5 Years:

- 2012 - 2018 Director, Serenity Asset Co., Ltd.

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

Shareholding in the Company as of December 31, 2023: 8,766,200 shares or 1.03%

Period of Directorship with the Company: 20 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2023: Attended 10 out of 12 meetings
- (2) NRCs' Meeting in 2023: Attended all 4 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None



Mr. Asanee Chantong

Age 71 years / Nationality Thai

Position in the Company: Director and PTI Chairman

Current Position(S) in the Board: Director

Education:

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

Expertise:

- Business Management

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

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

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2018 - present PTI Chairman,
Diamond Building Products Plc.
 - 2007 - present Director,
Diamond Building Products Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) : None
- (3) Work Experience during the Past 5 Years:
 - 2015 - 2017 Chief Executive Officer and
Management Committee Chairman,
Diamond Building Products Plc.
 - 2013 - 2017 Chairman,
Diamond Materials Co., Ltd.
(Subsidiary company of Diamond
Building Products Plc.)

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

Shareholding in the Company as of December 31, 2023: 1,048,000 shares or 0.12%

Period of Directorship with the Company: 16 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2023: Attended all 12 meetings
- (2) PTIs' Meeting in 2023: Attended all 12 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None



Mr. Satid Sudbuntad

Age 63 years / Nationality Thai

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

Current Position(S) in the Board: Director

Education:

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

Expertise:

- Business Management, Engineering

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

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

Work Experience:

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2018 - present Chief Executive Officer, PTI Committee Member and Management Committee Chairman, Diamond Building Products Plc.
 - 2007 - present Director, Diamond Building Products Plc.
- (2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 1 company as follows:
 - 2018 - present Chairman, Diamond Materials Co., Ltd. (Subsidiary company of Diamond Building Products Plc.)

(3) Work Experience during the Past 5 Years:

- 2007 - 2018 Corporate Governance Committee Member, Diamond Building Products Plc.
- 2013 - 2017 Director, Diamond Materials Co., Ltd. (Subsidiary company of Diamond Building Products Plc.)
- 2015 - 2017 Chief Operating Officer, Diamond Building Products Plc.

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

Shareholding in the Company as of December 31, 2023: 6,000,000 shares or 0.70%

Period of Directorship with the Company: 23 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2023: Attended all 12 meetings
- (2) PTIs' Meeting in 2023: Attended all 12 meetings
- (3) Management Committees' Meeting in 2023: Attended all 49 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None



Assoc.Prof.Dr. Somjai Phagaphasvivat Age 78 years / Nationality Thai

Position in the Company: None

Current Position(S) in the Board: Independent Director

Education:

- Doctorado de Estado, Facultad de Ciencia Política, Universidad Complutense de Madrid, Spain
- Diplome d'Etudes Supérieures, (Economic Integration), Université de Nancy, France
- Licenciatura, Facultad de Ciencia Política Económica, Universidad Complutense de Madrid, Spain
- Bachelor of Arts, Chulalongkorn University

Expertise:

- Economics, Political science, and Finance

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

(1) Director Accreditation Program (DAP 34/2005)

Work Experience:

- (1) Currently holding Directorship and Executive positions in 3 listed company as follows:
- 2015 - present Independent Director, Audit Committee Member, Director of the Nomination and Compensation Committee and Chairman of the Corporate Governance and Sustainability Development Committee, Supalai Plc.
 - 2013 - present Independent Director and Audit Committee Chairman, Amarin Printing and Publishing Plc.
 - 1997 - present Independent Director and Audit Committee Chairman, Lee Feed Mill 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:

- 2009 - 2020 Independent Director and Director of the Audit Committee, Thanachart Bank Plc.

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

Shareholding in the Company as of December 31, 2023: None

Period of Directorship with the Company: None

Meeting Attendance Record: None

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

Other Information:

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

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

QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

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

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

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

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

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

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

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

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

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

(l) 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 (l), 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 2023, the 38th Annual General Meeting of Shareholders (Year 2023) 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).

(2.4) The Production Technology and Innovation Committee (PTI Committee), comprising of 5 PTI Committee members: 4 executive directors and 1 non-executive directors. The remunerations for 1 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, and PTI Committee members 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.

(4) The comparison of directors' remuneration between the new auditor for year 2024 and previous auditor for year 2023 are as follows:

Details of directors' remuneration	Fixed monthly remuneration (Unit: Baht per person per month)				Annual remuneration or bonus (Unit: Baht per person per year)				provide any other (Unit: Baht per person per year)			
	Year 2024	Year 2023	Increase (Decrease)		Year 2024	Year 2023	Increase (Decrease)		Year 2024	Year 2023	Increase (Decrease)	
			Amount	%			Amount	%			Amount	%
(1) The Board of Directors												
• Chairman's	80,000	80,000	-	-	400,000	350,000	50,000	14.29	-	-	-	-
• Directors	50,000	50,000	-	-	350,000	300,000	50,000	16.67	-	-	-	-
(2) Audit Committee												
• Chairman's	30,000	30,000	-	-	-	-	-	-	-	-	-	-
• Directors	20,000	20,000	-	-	-	-	-	-	-	-	-	-
(3) NRC Committee												
• Chairman's	20,000	20,000	-	-	-	-	-	-	-	-	-	-
• Directors	10,000	10,000	-	-	-	-	-	-	-	-	-	-
(4) Corporate Governance Committee												
• Chairman's	20,000	20,000	-	-	-	-	-	-	-	-	-	-
• Directors	10,000	10,000	-	-	-	-	-	-	-	-	-	-
(5) PTI Committee members *												
• Chairman's	20,000	20,000	-	-	-	-	-	-	-	-	-	-
• Directors	10,000	10,000	-	-	-	-	-	-	-	-	-	-

Remark : * Received only for non-executive directors

The remunerations paid to each of the Directors during year 2023 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2023 (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 2024.

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. 382 (1/2024) dated January 29, 2024 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 2023 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2024 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: During year 2023, the Company encountered the impacts of rising raw materials prices and energy costs. Nonetheless, the Company managed to achieve good operating results in year 2023. Therefore, the annual bonus payment to the Directors for the year 2023 is proposed to increase from the previous year as follows: the annual bonus payment for the Chairman is proposed to increase from Baht 350,000 to Baht 400,000, and the annual bonus payment for each of the 11 Directors is proposed to increase from Baht 300,000 to Baht 350,000.

(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, and PTI Committee members receiving Baht 10,000 per month per person.

Voting Procedure

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

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

AGENDA 7

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

Background and Rationale

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

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

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

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

According to the Notification of the Capital Market Supervisory Board No. TorJor. 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. Chanlika Panya, who has never been the auditor signing the Company's financial statements, will be the new auditor replacing Ms. Chanarat Chanwa whom was the auditor signing the Company's financial statements from 2018 to 2023 for a total of 6 years.

(2.2) Ms. Thanyalux Kaedkeaw, who has never been the auditor signing the Company's financial statements.

(2.3) Ms. Sophit Prompol, who has never been the auditor signing the Company's financial statements.

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

(3) The comparison of audit fees between the new auditor for year 2024 and previous auditor for year 2023 are as follows:

Description (Unit : Baht)	Year 2024	Year 2023	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	-	-
Company's Other Services	-	-	-	-
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 2024 and 2023 is as follows.

Description (Unit : Baht)	Year 2024	Year 2023	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	-	-
Subsidiary Company's Other Services	-	-	-	-
Total	360,000	360,000	-	-

(5) During the past year 2023, 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 2024, namely Ms. Chanlika Panya, certified public accountant registration no. 11872 (to be the new auditor replacing 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 2024 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. 383 (2/2024) dated February 19, 2024, the Board of Directors approved to propose to the Shareholders' Meeting to consider appointing Ms. Chanlika Panya, certified public accountant registration no. 11872 (to be the new auditor replacing 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 2024, having the audit fee for year 2024 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 GENERAL PROVISIONS, ARTICLE 3, TO ENSURE COMPLIANCE WITH LEGAL REQUIREMENTS

Background and Rationale

In order to ensure compliance with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), the Announcement of the Department of Business Development Regarding Criteria for Sending Letters or Documents via Electronic Means, B.E. 2565 (2022), and the Announcement of the Department of Business Development Regarding Publication via Electronic Media, B.E. 2565 (2022), the amendment to the Company's Articles of Association, Chapter General Provisions, Article 3, is hereby proposed, having details as follows:

Original Statements (Current Version)	Amended Statements
CHAPTER OF THE GENERAL PROVISIONS	
<p>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.</p>	<p>ARTICLE 3: In cases where the Company or its Board of Director is obligated to send letters or documents to directors, shareholders, or creditors of the Company, and upon the request or consent of such individuals to receive such letters or documents electronically, the Company or its Board of Directors is allowed to transmit said letters or documents electronically, subject to the criteria prescribed by the Registrar.</p> <p style="padding-left: 40px;">In cases where the law or regulations necessitate any individual to provide notification, warning, advertisement or publication of any statement regarding a public limited company to other individuals or the public through newspaper, said individuals may choose electronic media instead, subject to the criteria prescribed by the Registrar</p> <p style="padding-left: 40px;">In this regard, 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.</p>

Board of Directors' Opinion

The Board of Directors' Meeting No. 379 (10/2023) dated October 24, 2023 has considered and resolved to propose the Shareholders' Meeting to consider and approve of the amendment to the Company's Articles of Association, Chapter General Provisions, Article 3, to ensure compliance with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), the Announcement of the Department of Business Development Regarding Criteria for Sending Letters or Documents via Electronic Means, B.E. 2565 (2022), and the Announcement of the Department of Business Development Regarding Publication via Electronic Media, B.E. 2565 (2022).

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

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

DOCUMENTS AND EVIDENCE REQUIRED BEFORE ENTERING THE SHAREHOLDERS' MEETING

Group of Meeting Attendants	Documents and Evidence
A Citizen attending the Meeting in person	Identification Card, Driver's License or Passport
A Citizen with Proxy	Proxy Form Copy of Identification Card, Driver's License or Passport of Proxy Grantor Copy of Identification Card, Driver's License or Passport of the Proxy
Juristic Person (Representative) attending the Meeting in person	Identification Card, Driver's License or Passport Copy of the registration of the juristic entity
Juristic Person (Representative) with Proxy	Proxy Form Copy of Identification Card, Driver's License or Passport of Proxy Grantor Copy of the registration of the juristic entity Copy of Identification Card, Driver's License or Passport of the Proxy

ATTENDANCE IN PERSON

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

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

ATTENDANCE BY PROXY

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

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

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

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

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

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

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

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

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

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

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

- Mr. Sakda Maneeratchatchai: 9/50 Moobansupalai Suwanpoom, Ladkabang Road, Ladkabang, Bangkok 10520
- Mr. Thanit Pulivekin: 13 Seri Villa Soi 6, Srinakharin Rd., Nongbon, Pravet, Bangkok 10250
- Mr. Woodthikrai Soatthiyanon: 18 Srinakharin Soi 52, Nongbon, Pravet, Bangkok 10250

IN THE EVENT OF DEATH OF A SHAREHOLDER

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

IN THE EVENT A SHAREHOLDER IS A MINOR

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

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

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

MEETING REGISTRATION

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

VOTING

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

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

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

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

Article 37 The Board of Directors must 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.

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.

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.

If a meeting is held via electronic means, the head office of the Company shall be deemed the meeting venue.

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 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.

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.

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.

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 39th General Annual Meeting of Shareholders (year 2024), 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 18, 2024**. 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 18, 2024.

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

Duty Stamp
20 Baht

Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development

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

Made at

Date Month Year

(1) I/We Nationality
Residing at No Road Sub district
District Province 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 39th Annual General Meeting of Shareholders (Year 2024) to be held on April 19, 2024 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

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

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

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

Duty Stamp
20 Baht

Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) I/We Nationality
Residing at No Road Sub district
District Province 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 39th Annual General Meeting of Shareholders (Year 2024) to be held on April 19, 2024 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

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

(1) Agenda No. 1: To Adopt and Approve the Minutes of the 38th Annual General Meeting of Shareholders (Year 2023)

(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 2023

(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, 2023

(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
General Provisions, Article 3, to Ensure Compliance with Legal Requirements
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve Disapprove Abstain
- Agenda No. 9: Other Matters (if any)
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve Disapprove Abstain
- (2) Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Appointment of the group of Directors
- Approve Disapprove Abstain
- Appointment of Individual Director
- Director's Name: **Mr. Chaiyut Srivikorn**
- Approve Disapprove Abstain
- Director's Name: **Mr. Asanee Chantong**
- Approve Disapprove Abstain
- Director's Name: **Mr. Satid Sudbuntad**
- Approve Disapprove Abstain
- Director's Name: **Assoc.Prof.Dr. Somjai Phagaphasvivat**
- Approve Disapprove Abstain

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

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

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

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Notes :

- (1) A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
- (2) The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
- (3) In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Proxy Form (Form B) as attached.

Annex to the Form of Proxy Form B.

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

At the 39th Annual General Meeting of Shareholders (Year 2024) to be held on April 19, 2024 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda No. Subject:

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

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

Approve

Disapprove

Abstain

Agenda No. Subject:

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

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

Approve

Disapprove

Abstain

Agenda No. Subject:

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

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

Approve

Disapprove

Abstain

Agenda No. Subject:

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

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

Approve

Disapprove

Abstain

Agenda No. Subject:

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

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

Approve

Disapprove

Abstain

Duty Stamp
20 Baht

Form of Proxy, Form C.

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

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

Made at

Date Month Year

(1) I/We Nationality
Residing at No Road Sub district
District Province 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 39th Annual General Meeting of Shareholders (Year 2024) to be held on April 19, 2024 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

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

Granting proxy for all the shareholding with the right to vote

Granting partial proxy as follows:

Ordinary shares of shares with right to number of votes votes

Preferred shares of shares with right to number of 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 38th Annual General Meeting of Shareholders (Year 2023)

(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 2023

- (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, 2023
- (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 General Provisions, Article 3, to Ensure Compliance with Legal Requirements
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 Approve votes Disapprove votes Abstain votes
- Agenda No. 9: Other Matters (if any)
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 Approve votes Disapprove votes Abstain votes
- (2) Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 Appointment of the group of Directors
 Approve votes Disapprove votes Abstain votes
 Appointment of Individual Director

Director's Name: **Mr. Chaiyut Srivikorn**

Approve votes Disapprove votes Abstain votes

Director's Name: **Mr. Asanee Chantong**

Approve votes Disapprove votes Abstain votes

Director's Name: **Mr. Satid Sudbuntad**

Approve votes Disapprove votes Abstain votes

Director's Name: **Assoc.Prof.Dr. Somjai Phagaphasvivat**

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 39th Annual General Meeting of Shareholders (Year 2024) to be held on April 19, 2024 at 10:00 hours, at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda No. Subject:

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

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

Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

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

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

Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

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

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

Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

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

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

Approve votes Disapprove votes Abstain votes

Agenda No. Subject:

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

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

Approve votes Disapprove votes Abstain votes

CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR

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



Mr. Sakda Maneeratchchai

Age 79 years / Nationality Thai

Position in the Company: Independent Director and
Audit Committee Chairman

Address: 9/50 Moobansupalai Suwanpoom,
Ladkabang Road, Ladkabang, Bangkok
10520

Education:

- Bachelor of Electrical Engineering, FEATI University, Philippines

Expertise:

- Engineering

Training Program of Thai Institute of Directors

Association (IOD):

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

Work Experience:

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

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2023 : 4,099,600 shares or 0.48%
- (3) Having direct interest in Agenda 6 only concerning consideration for the remuneration of the directors.
- (4) Having special interest which is different than that of other Directors : None

CURRICULUM VITAE OF THE INDEPENDENT DIRECTOR

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



Mr. Thanit Pulivekin

Age 73 years / Nationality Thai

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

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

Education:

- B.SC (Chemical Engineering), Chulalongkorn University

Expertise:

- Engineering

Training Program of Thai Institute of Directors

Association (IOD):

- (1) Director Accreditation Program (DAP 105/2013)
- (2) Audit Committee Program (ACP 44/2013)
- (3) What Directors Need to Know about Digital Assets Class 4/2022
- (4) Hot issue for Director : Climate Governance Class 4/2023

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, 2023 : 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

Age 70 years / Nationality Thai

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

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

Education:

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

Expertise:

- Legal

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

- (1) Director Accreditation Program (DAP 89/2011)
- (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 company as follows:
 - 2008 - present Managing Partner, Woodthikrai Soatthiyanon Law office
- (3) Work Experience during the Past 5 Years: None

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2023 : 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 2023

If the shareholder wishes to receive a hard copy of the Form 56-1 One Report 2023, please kindly provide the name and address below for the delivery of the Form 56-1 One Report 2023.

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.

“Company Secretary Office

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 2023 to the shareholder at the earliest convenience.

SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 39TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2024)

Shareholders can submit their inquiries relating the agenda in the 39th Annual General Meeting of Shareholders (Year 2024) 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 39th Annual General Meeting of Shareholders (Year 2024), from March 19, 2024 until April 9, 2024.

Accordingly, the Shareholder may submit the inquiry from March 19, 2024 through April 9, 2024. The Company will consider answering inquiries submitted at the time of the 39th Annual General Meeting of Shareholders (Year 2024), through E-mail, facsimile, or any other communication channels as deemed appropriate.

FORM OF INQUIRIES

FOR THE AGENDA OF THE 39TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2024)

(1) Shareholder's Information

Name:

Address:

Telephone No. : Fax No.:

E-mail Address :

(2) Inquiries on the agenda in the 39th Annual General Meeting of Shareholders (Year 2024)

Agenda 1 : To Adopt and Approve the Minutes of the 38th Annual General Meeting of Shareholders (Year 2023)

Inquiries :

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Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2023

Inquiries :

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Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2023

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 General Provisions, Article 3, to Ensure Compliance with Legal Requirements

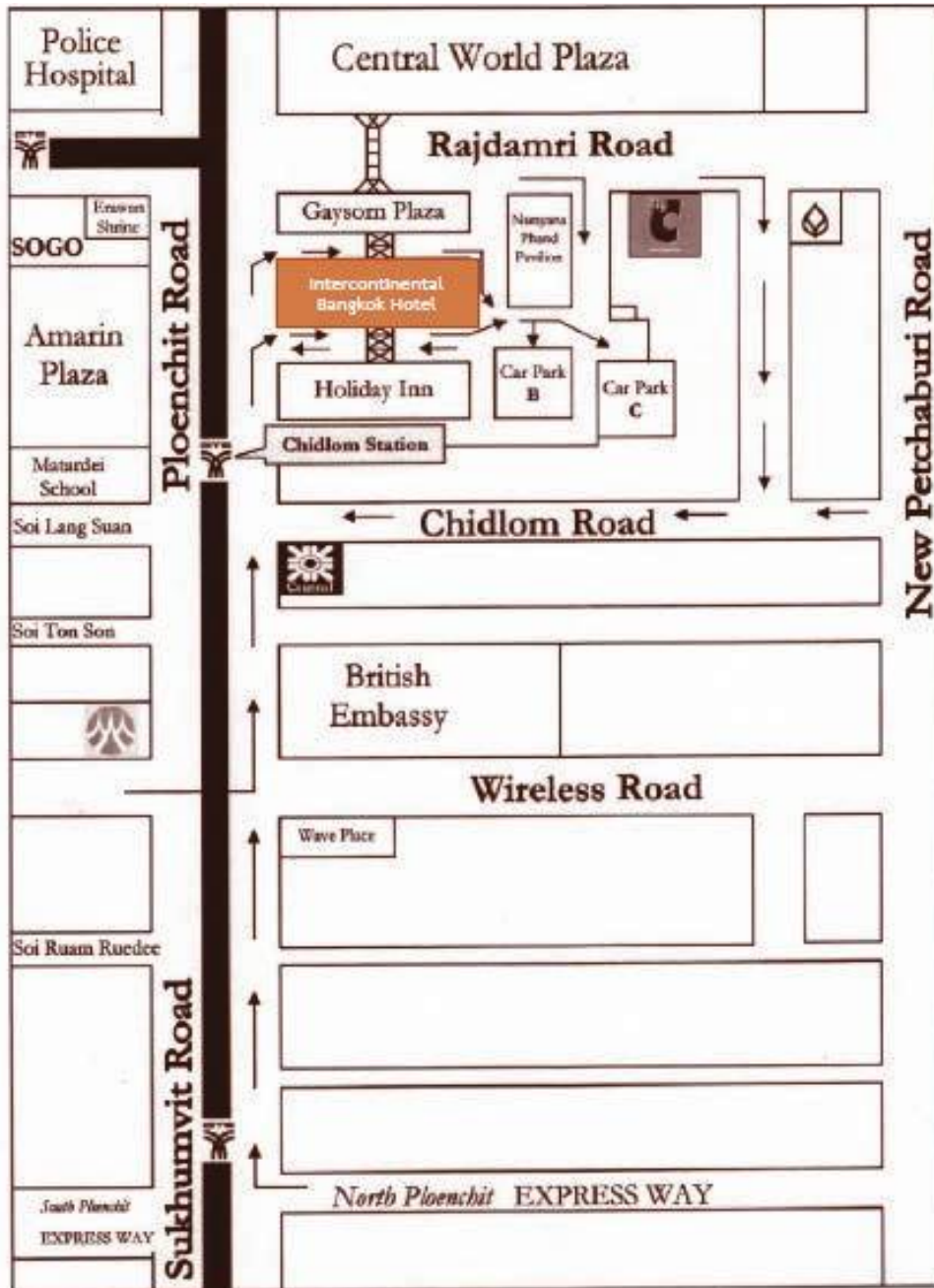
Inquiries :
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.....
.....
.....

Agenda 9 : Other Matters (if any)

Inquiries :
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INTERCONTINENTAL.
BANGKOK



Intercontinental Hotel Bangkok

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

(Formerly Royal Meridian Hotel and Meridian President Hotel)

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

“

**TO BE A BETTER CHOICE
FOR CONSTRUCTION
MATERIALS
AND SERVICE**

”

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

