

Agenda 8

TO CONSIDER AND APPROVE THE AMENDMENT OF COMPANY'S OBJECTIVES AND MEMORANDUM OF ASSOCIATION OF THE COMPANY

Background and Rationale

In order to provide flexibility to the Company to pursue business expansion in the future including online retail sales, installation of electric vehicle (EV) chargers, construction of modular houses and other prefabricated houses. It is deemed appropriate to propose to the shareholders' meeting for consideration and approval the Amendment of Company's Objectives and Memorandum of Association of the Company to align with future business operations and present the details to the shareholders' meeting for consideration and approval. The details are as follows:

(A) **The Company's Objectives are amended and added as follows:**

The amendment of Clause 1, Clause 25 and addition Clause 28, Clause 29 of the Company's Objectives, having details as shown in the attached Form BoMoJor. 002, can be summarized as follows.

- “(1) To engage in business concerning industrial activities of all types of tiles and pipes **and products with and without asbestos cement**. Including tools and components related to tiles and pipes and asbestos cement products for use in construction and public utilities, as well as selling of **goods for wholesale and retail** and accepting the hire of work in accordance with all the aforementioned products.
- (2) to (24): Remain the same with any changes.
- (25) To engage in business of **manufacturing and** distributing all types of construction materials, **including sales**. by utilizing electronic media through internet network **including conducting transactions on the Internet, engaging in Internet commerce or e-commerce**, as well as all types of electronic media transactions, both domestically and **internationally**. and in compliance with the laws.
- (26) to (27): Remain the same with any changes.
- (28) To engage in the business of construction contracting for buildings, commercial buildings, residential buildings, office spaces, roads, bridges, dams, tunnels, and all types of construction work, including undertaking all types of civil engineering projects.
- (29) To engage in the business of electricity, wind, and water energy, which includes purchasing, selling, exploring, developing, sourcing, contracting, transforming, planning, constructing, inspecting, analyzing, researching, designing, installing, producing, acquiring, distributing, maintaining, storing, reserving, bidding, contracting, building, repairing, importing, exporting, and carrying out various operations related to electricity, wind, and water energy. This also covers natural energy sources such as wind, water, geothermal heat, sunlight, minerals, nuclear energy, or other fuels, as well as other energy sources related to the energy business. Additionally, engage in the business of electric vehicle (EV) charging stations and electric charging stations for all types of electric vehicles.

(B) The amendment of the Company's memorandum of association Clause No. 3 to be consistent with the amendment of the Company's objectives under Section (a) is as follows:

“The Company's objectives have 29 clauses according to details in the attached Form BoMoJor. 002”

Board of Directors' Opinion

The Board of Directors' Meeting No. 379 (10/2024) dated October 24, 2024 has considered and resolved to propose the Shareholders' Meeting to consider and approve of the amendment and addition of the Company's Objectives and amendment of Clause 3 (Objectives) of the Memorandum of Association, In order to provide flexibility to the Company to pursue business expansion in the future including online retail sales, installation of electric vehicle (EV) chargers, construction of modular houses and other prefabricated houses.

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

Voting Procedure

According to the Article 42 (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.

Supporting Documents and Information for Meeting Agenda 8

Form BorMor.Jor. 002

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Application Supporting Document No. _____

MEMORANDUM OF ASSOCIATION

OF

DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

Business objectives of the Company consist of the following 29 clauses

(1) To engage in business concerning industrial activities of all types of tiles and pipes **and products with and without asbestos cement** including tools and components related to tiles and pipes and asbestos cement products for use in construction and public utilities, as well as selling of **goods for wholesale and retail** and accepting the hire of work in accordance with all the aforementioned products.

(2) To procure, manufacture, purchase and sale of products made by combining asbestos or other fibers with cement or by combining with other mineral ores or which made by other purposes as finished products, including tools or components of the aforesaid products for use in construction or public utilities.

(3) To explore and provide asbestos, fibers, materials or other mineral ores for industrial and commercial purposes related to the products of the Company.

(4) To procure, manufacture, purchase, sell, exchange or manage trade by any other means of raw materials, materials or every type of mineral ores used in or related to manufacturing and distribution of products of the company in the country and overseas.

(5) To import from overseas into the Kingdom for own use and/or export overseas of finished products, semi-finished products, raw materials, materials or every type of mineral ores related to business operation of the company.

(6) To explore, study, analyse, research, extract and/or use any other means in order to obtain information of every type of mineral ores, raw materials or any materials used in or related to manufacturing and distribution of products of the company in the country or overseas.

(7) To buy and sell products, by-products from any industrial operations, or other goods, materials or items, as well as ordering goods, materials for personal use or for distribution in the country and to export overseas, except for commercial transactions in immovable properties with the purpose of profit.

(8) To engage in land and water transportation both domestic and overseas.

(9) To engage in construction of buildings, architecture, civil engineering work and other kinds of constructions.

(10) To buy and sell, exchange, rent, lease, hire-purchase, grant hire purchase, borrow, lend, mortgage, pledge, accept pledge of properties or goods, accept the provision of a guarantee or provide a guarantee for any person's liabilities in the interest of the business of the company, to accept mortgage of property as a guarantee, to sell products on installment or credit or as a guarantee of employee's employment.

MEMORANDUM OF ASSOCIATION

OF

DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

Business objectives of the Company consist of the following 29 clauses

(11) To have possessive rights in movable and immovable properties, including land, both in and outside the country in order to engage in the business operation of the company.

(12) To invest in any industrial, agricultural and commercial businesses by invest in all parts or particular parts or by participate as joint venture or shareholder in such business which has been set up as a juristic person for the purpose of purchasing or acquiring by other means of business, rights and responsibilities of limited company, partnership or any individuals, in all parts or particular parts, for convenience, appropriateness or other benefits of the company in order to continue the business or to dissolve and liquidate any aforementioned businesses.

(13) To operate as agent, broker or commission agent in all types of trade and business both domestic and overseas, excluding business of insurance, soliciting members for any associations and trade in securities.

(14) To establish branch, broker, representative or sub-agent both domestic and overseas.

(15) To request permission to explore and engage in all kind of mining activities, to operate business related to trading, dressing and smelting all types of minerals.

(16) To obtain the right of concession, copyright, patent, trademark and any other rights which is beneficial for the company.

(17) To engage in business of manufacturing all kinds of building materials, sanitary ware and components of sanitary ware, metal processing or converting products, products made of plastic, rubber, mineral ore, wood, metal or metal coating, one or the other or varied, ceramic products and all kinds of glazed wares, all kinds of earthenware and other similar goods or materials or by-products of such business, including trading and accepting of any works related to the aforementioned items.

(18) To engage in business of manufacturing of gypsum board, all kinds of gypsum products, decorations and household appliances, various types of plasters, metal frame, paper pulp, paper and/or other products made of refractory materials, plastic, rubber, paper, mineral ore, chemical supply, wood, metal or non-metal, one or the other or varied, including other similar goods or materials and components of aforementioned products, all or by-products of such business, as well as to procure, purchase, sale, exchange or by any other means and to accept the hire of work according to the aforementioned products or materials.

(19) To issue, transfer and endorse bills of exchange or other negotiable instruments.

(20) To procure, import, export, hire, accept the hire of work, produce and distribute of machinery products, parts and/or spare parts of machinery and mechanical devices related to tiles and pipes industry and other industries, as well as render consulting service, management service, arrange seminars on business and industrial management, inspection service on industrial standards, production standards; machinery, mechanical devices, spare parts and industrial parts standards.

MEMORANDUM OF ASSOCIATION

OF

DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

Business objectives of the Company consist of the following 29 clauses

(21) To request for a temporary release of directors, employees or workers who have been prosecuted for criminal offenses relating to the performance of their duties for the Company.

(22) The company is entitled to issue shares at a higher or lower price than the par value, which will be subject to the relevant laws.

(23) To issue securities in the form of shares, debentures, warrants representing the right to purchase all types of securities, notes, securities or all other types of instruments as permitted or as prescribed or to be prescribed by Public Limited Companies Act, Securities and Exchange Act or any other laws, for offering to shareholders, general public or any persons.

(24) The company has the purpose of offering shares to the public.

(25) To engage in business of **manufacturing and** distributing all types of construction materials, **including sales**, by utilizing electronic media through internet network **including conducting transactions over the Internet, engaging in Internet-based commerce or e-commerce, as well as all types of electronic media transactions, both domestically and internationally** and in compliance with the laws.

(26) Use of innovation and technology of robots and/or machinery which are beneficial to the objectives of the Company and in compliance with the laws.

(27) Use of technology and/or radio communication equipment used in the unmanned aerial vehicles controlled by external system (Drone) which are beneficial to the objectives of the Company and in compliance with the laws.

(28) **To engage in the business of construction contracting for buildings, commercial buildings, residential buildings, office spaces, roads, bridges, dams, tunnels, and all types of construction work, including undertaking all kinds of civil engineering projects.**

(29) **To engage in the business of electricity, wind, and water energy, which includes purchasing, selling, exploring, developing, sourcing, contracting, transforming, planning, constructing, inspecting, analyzing, researching, designing, installing, producing, acquiring, distributing, maintaining, storing, reserving, bidding, contracting, building, repairing, importing, exporting, and carrying out various operations related to electricity, wind, and water energy. This also covers natural energy sources such as wind, water, geothermal heat, sunlight, minerals, nuclear energy, or other fuels, as well as other energy sources related to the energy business. Additionally, engage in the business of electric vehicle (EV) charging stations and electric charging stations for all types of electric vehicles.**