

The logo for DIAMOND, featuring a stylized 'D' icon followed by the word 'DIAMOND' in a sans-serif font, all contained within an orange square.

Invitation to the 40th Annual General Meeting of Shareholders (Year 2025)

Diamond Building Products Public Company Limited

A stylized illustration of a young child with dark hair, wearing a light blue long-sleeved shirt, kneeling and reading a book. The background is a vibrant, layered illustration of a modern house with various rooms and furniture, including a kitchen, living area, and bedroom, all rendered in a soft, painterly style with a blue and white color palette. The child is positioned in the foreground, looking down at the book.

Friday, April 25, 2025 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.

บันได SPC SPC STAIR

NEW

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CARAMEL



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SUNLIGHT MAPLE



วูดบราวน์
WOOD BROWN



สโนว์ไวท์
SNOW WHITE



ฮาร์เบอร์กรีย์
HARBOR GRAY



เบจ
BEIGE



วอลนัท
WALNUT



สโตนกรีย์
STONE GRAY



Ref. DBP. 030 / 2025

March 31, 2025

Subject: Invitation to the 40th Annual General Meeting of Shareholders (Year 2025)

Attention: Shareholder

Enclosed: (1) Form 56-1 One Report Year 2024 (in QR Code format)
(2) Minutes of the 39th Annual General Meeting of Shareholders (Year 2024)
(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 40th Annual General Meeting of Shareholders (Year 2025) to be held on Friday, April 25, 2025 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 39th Annual General Meeting of Shareholders (Year 2024)**
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 2024**
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for year 2024, 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, 2024**
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, 2024, according to details in the document attached herewith.
- Agenda 4 : To Consider and Approve the Appropriation of Earnings**
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the appropriation of earnings for payment of dividend to the shareholders at Baht 0.50 per share, in which the interim dividend payment of Baht 0.26 per share had already been approved and paid to the shareholders on September 13, 2024, therefore leaving a remaining Baht 0.24 per share to be paid to the shareholders, according to details in the document attached herewith.
- Agenda 5 : To Consider the Appointment of Directors Retired by Rotation**
Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval for the re-appointment of 4 Directors retired by rotation for another term of office, namely, (1) Mr. Sunthorn Suwannajade (2) Mr. Chatchai Teepsuwan (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Pulivekin, 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 39TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2024)

Background and Rationale

The Company convened the 39th Annual General Meeting of Shareholders (Year 2024) on Friday, April 19, 2024 from 10:00 hrs. to 12:40 hrs. at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the meeting that had been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with this meeting invitation.

Board of Directors' Opinion

The Board of Directors has considered that the aforementioned minutes of the meeting was correctly recorded in accordance with the resolutions of the Shareholders' Meeting. Therefore, the Board of Directors proposes that the minutes of the 39th Annual General Meeting of Shareholders (Year 2024) 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 39TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2024) OF THE DIAMOND BUILDING PRODUCTS PUBLIC COMPANY LIMITED

The meeting was held on Friday, April 19, 2024 at 10:00 hrs. at the Pinnacle Room 4-6, 4th Floor, Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok.

Mr. Prakit Pradipasen, the Chairman of the Board of Directors, is the Chairman of the shareholders' meeting. The Chairman informed the meeting that in order to make this meeting of shareholders correctly, completely and cover all matters as required by law, therefore, Mr. Krit Kullertprasert and Ms. Chanan Poprasart, 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, 2023 until December 31, 2023. 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 39th Annual General Meeting of Shareholders (Year 2024) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 19, 2024 until April 9, 2024, 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 General Provisions, Article 3, to Ensure Compliance with Legal Requirements** where voting in this agenda will require votes according to Article 42 (3) (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.

(7) The Company recorded the meeting in the form of video media throughout the Annual General Meeting of Shareholders.

Then, it was entered into the 39th Annual General Meeting of Shareholders (Year 2024) by introducing directors, executives, auditors from KPMG Phoomchai Audit Ltd., and representatives from the Thai Investors Association, with the following names:

(A) **The following 10 directors attended this meeting** (the Company's Board of Directors comprises of 12 directors) or 83.33 percent of the total number of Directors of the Company, whose names are as follows:

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

- | | | |
|-----|--------------------------|--|
| (1) | Mr. Krit Kullertprasert | Production Technology and Innovation Committee Member, Management Committee Member, Assistant Chief Executive Officer Central Management and Company Secretary |
| (2) | Mr. Kamchub Vatanatham | Division Manager (Senior) Sales and Marketing |
| (3) | Mr. Supat Kietnithiamorn | Division Manager (Senior) Sales and Marketing |

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

- (1) Ms. Chanarat Chanwa, certified public accountant No. 9052
- (2) Ms. Chanlika Panya, certified public accountant No. 11872, who is the new auditor who will be proposed for approval to be appointed at this Annual General Meeting of Shareholders.

(D) **Representative from the Thai Investors Association:** one person, Mr. Songpol Sukonthapong

(E) **Directors who will take over as independent directors instead of those who resigned and vacated the position upon completion of the term;** there were 2 persons with a list of names.

- (1) Assoc.Prof.Dr. Somjai Phagaphasvivat
- (2) Mr. Jark Chulakiet

(F) **Representative from minor shareholders who volunteered to inspect vote counting to ensure transparency in the shareholder meeting,** consisting of 1 person: Ms. Wassana Jantarakuha

The meeting started.

The Chairman opened the meeting and thanked all shareholders and proxies for attending the shareholders' meeting today. The Chairman stated that 107 shareholders were attending the meeting in person, holding 43,801,751 shares and by proxy, 60 shareholders holding 589,126,651 shares, totaling 167 shareholders, holding a total of 632,928,402 shares, representing 74.02 percent of total issued shares and voting rights. Therefore, it constituted a quorum according to the Company's requirements. The Company's directors of 10 people attended this meeting (the Company's Board of Directors comprises of 12 directors), representing 83.33 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 38TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2023)

The Chairman proposed that the shareholders' meeting consider approving the Minutes of the 38th Annual General Meeting of Shareholders (Year 2023) held on Friday, April 21, 2023. 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 38th Annual General Meeting of Shareholders (2023) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 38th Annual General Meeting of Shareholders (Year 2023) held on April 21, 2023 as proposed above, with the following number of votes:

Approved :	633,133,359	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	633,133,359	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 2023

The Chairman stated that for the operating results, the Company has reported on various activities prepared in the Annual Registration Statement / Annual Report 2023 (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: Mr. Kamchub Vatanatham Division Manager (Senior), Sales and Marketing, Mr. Supat Kietnithiamorn Division Manager (Senior), 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 2023 in summary:** Mr. Satid Sudbuntad, Chief Executive Officer, reported that for the past year, the Group's revenue from sales of goods and services was approximately 5,600 million baht, or an increase of 8 percent from the previous year, the highest sales since the Company was established more than 38 years ago. The Company can manage according to policy and maintain product sales in every channel, causing the Group of companies to have a net profit of approximately 638 million baht or an increase of 2 percent from the previous year. This is because the Company has an increased revenue growth rate from sales and services in all distribution channels, including product mix management. As a result, the Group's net profit increased from the previous year. Although gross margins decreased due to energy costs remaining stable at a high level and costs of critical raw materials such as cement, pulp, and asbestos increasing over the previous year. However, the Group of Companies maintains its operating results in line with its goals and has a total cash flow from operations of 1,150.49 million baht. It gives the Group of companies liquidity and sufficient cash flow to pay dividends, repay long-term loans, pay interest, etc. The Company has a proportion of income from sales of goods and services through 4 channels: (1) distributors (Agent) 52 percent (2) housing project work (Project) 19 percent (3) large retail stores (Modern Trade) 16 percent and (4) foreign market (Export) 13 percent.

(2) **Guidelines for operations and plans of the Company in year 2023-2024** : Mr. Kamchub Vatanatham Division Manager (Senior), Sales and Marketing and Mr. Supat Kietnithiamorn Division Manager (Senior), Sales and Marketing reported in summary as follows:

(2.1) **At present, the Company has four main distribution channels**, consisting of (1) distributors (Agents), (2) housing project work (Project), (3) large retail stores (Modern Trade), and (4) foreign markets (Export).

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

- Focus on maintaining relationships with key customer groups by restructuring the sales team to support and develop relationships thoroughly and increasing store activities with key wholesale distributors.
- Upgrade the store to develop into a main customer (Key Account) / large customer (L: Large) and set a goal to have a main customer (Key Account) / large customer (L: Large) / medium-sized customer (M: Medium) covering all main provinces.
- New customer groups, such as project groups in the region, include glass shops, gypsum shops, aluminum shops, etc.

(2.3) **Joint development with leading real estate companies in Thailand:** It is a continuous joint development to sell the entire product system, such as prefabricated roof frames, assemblies, flooring work, SPC (Stone Plastic Composite) stairs, and various accessories. Also, by adding agencies' specifications, the Company aims to penetrate the market among medium-sized and small-sized entrepreneurs and home construction companies, increasing the opportunity to sell new products and expand customer groups.

Thailand's leading real estate companies include Sansiri Public Company Limited, Frasers Property (Thailand) Public Company Limited, Supalai Public Company Limited, and Quality Houses Public Company Limited, etc.

(2.4) **For large retail channels (Modern Trade):** The Company focuses on planning to support the expansion of new branches. In year 2024, there are plans to expand more than 33 branches, while the existing branch group will focus on managing slow-moving products. It aims to have space to push new and best-selling products into stock, such as releasing slow-moving and non-moving products and controlling the relationship between sales entering stores and sales that stores sell out (Sell In & Sell Out) in each store branch.

(2.5) **For foreign market channels (Export):** The Company aims to expand the market among customers in distant zones such as India, China, the Philippines, etc., with standard board products, ceilings, and asbestos smooth sheets. Meanwhile, CLMV customers will adjust their pricing strategies to maintain sales.

(2.6) **Marketing plan for year 2024:** The Company has a strategy to expand product diversity and offer products with complete roof installation services, known as **"Diamond Roof Solutions"** It includes (1) Installation services such as roof truss, stud beam and roof tiles (2) various services called **"Diamond Services"** such as roof repair and replacement services (Re-Roof) and roof paint repair service (Re-Paint) (3) Offering roofing equipment for the entire Diamond Brand system such as heat insulation, heat-reflecting sheets, dry covering equipment sets, screws, and gyp sheets, etc.

(2.7) **New business development:** SPC Solutions, by creating opportunities for existing customers with SPC flooring and SPC staircase products. The Company intends to expand from roofing work to the vertical residential segment, where demand for this product group will likely grow.

(2.8) **Marketing communications:** To make the brand known domestically and abroad, the Company has produced various promotional media that can be adjusted to suit the area and users. It covers both Offline and Online channels as follows:

- Public relations media at the point of sale are essential to consumers' decision-making. Therefore, the Company has designed and installed a booth display and gallery to display all Diamond brand products, including roofing systems, ceilings, walls, and floors, so that customers can see actual product samples and decide on the purchase of products at the distributor's store and major construction material retailers nationwide.
- Public relations through online channels and various social media such as Facebook, Instagram, YouTube, TikTok, etc., with the aim of (1) communicating to customers conveniently and quickly adapting to trends and trends in consumer usage, (2) communicating to reach more target groups (3) have data that can be used for analysis and measurement.

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

The Company chooses to use a strategy for sustainable development to achieve ESG goals by setting up a circular economy process to accommodate climate change, which reduces resource scarcity; innovation processes to support the transition into an aging society and labor shortages; and energy management systems to minimize the impact of energy shortages and global warming. This includes CSR and CG processes for living together with society and communities and sustainably supporting each other. Finally, guidelines for sustainable design should be set by selecting future investments that use resources and energy cost-effectively and do not affect the environment, reducing the impact on greenhouse gas emissions (GHGs) and carbon dioxide (CO₂) emissions, etc.,

The Company received the THSI (Thailand Sustainability Investment) sustainable stock assessment from the Stock Exchange of Thailand for the 7th consecutive year. In year 2023, the name was changed to SET ESG Rating. The Company was ranked an organization that reflects sustainability goals, ESG Rating. Level AA, the Company's scores are higher than the construction group's average score. It has a rating scale divided into three aspects: environmental dimension, social dimension, and economic dimension. Therefore, it reflects investors' confidence in the Company's sustainable development.

Sustainable development operations from year 2019-2023 include a total of 71 investment projects, divided into projects as follows:

- (1) Automation and robots: 32 projects (20 sets of robots), reducing labor usage by approximately 108 positions;
- (2) Circular economy system: 10 projects, reducing resource use by 2.5 percent per year through the 3R (Reduce Reuse Recycle) process;
- (3) The Internet Of Things system accumulated 15 projects and energy conservation 14 projects, for a total of 29 projects, reducing CO₂ emissions by 285 tons CO₂

At the end of year 2022, it was estimated that the growth trend of sales of concrete roof tiles and autoclaved aerated concrete in year 2023 would increase. Therefore, improvements are planned to improve production efficiency. The goal is to improve the production efficiency of smooth and wavy concrete roof tiles by increased an average of 4.5 percent. However, it was found that the sales of smooth concrete roof tiles had grown significantly, so production efficiency was improved only in the production of smooth tiles, which can be increased by 25 percent compared to production in year 2022.

For autoclaved aerated concrete, the goal was to increase efficiency at the Saraburi and Chiang Mai plants by increased an average of 6.5 percent. It was found that the Chiang Mai plant had a continuous improvement plan and began to see results immediately. Therefore, the process was accelerated to increase efficiency by 14.8 percent compared to year 2022. The Saraburi factory went to see work abroad and brought it for improvement in the 4th quarter of year 2023, which had successful improvement results from year 2024 onwards.

The investment plan to expand production capacity between year 2023-2025 to support the Company's growth has the following details:

- (1) Production expansion project concrete roof tiles (CT-6) can be produced in smooth tiles (Adamas), wavy ones (Gran Onda), and smooth tile ridges. It has a production capacity of 100,000 tons per year and can begin production from May 2024 onwards.
- (2) Project to expand the production capacity of roof truss and stud beam (Truss-2) with a production capacity of approximately 11,000 tons per year to support sales of the entire Diamond Roof Solution system. Production can begin from May 2024 onwards.
- (3) autoclaved aerated concrete (AAC-2) production expansion project has a production capacity of 163,200 tons per year, which, according to the plan, will be completed within the 2nd quarter of year 2025.

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

(4.1) **Corporate governance:** The Company has received four awards of pride from the Stock Exchange of Thailand and other institutions as follows:

(1) Award from the assessment of corporate governance of Thai listed companies: The Company received 101 points and a 5-star prize, classified as excellent.

(2) Award for evaluating the quality of organizing annual general meetings for shareholders of listed companies: The Company received 99 points, classified as excellent.

(3) **“Thailand Sustainability Investment (THSI)”** : The Company received for the 7th consecutive year from year 2017 – 2022. In year 2023, the Stock Exchange of Thailand changed its name from THSI to SET ESG Ratings. The Company is rated AA in the Real estate and construction group.

(4) ESG 100 Award: The Company has been selected as one of the ESG 100 securities groups with outstanding performance in environmental, society, and governance (Environmental Social and Governance: ESG).

(4.2) **Anti-corruption aspect:** The Company was first certified as a Thai Private Sector Collective Action Coalition Against Corruption (CAC) member in year 2015. After that, the Company completed its anti-corruption policy, created an anti-corruption manual, and disseminated and organized training for employees to be informed. Later, the Company received renewal of certification as a member of the Thai Private Sector Collective Action Coalition against Corruption (CAC) for the second time on August 21, 2018. After that, the Company Created a No Gift Policy in year 2019 and reviewed the anti-corruption manual for dissemination and training for employees. In year 2020 and year 2021, the Company’s Anti-Corruption Committee prepared a revised 71-item self-evaluation form, version 4.0, to submit for the third time to renew CAC membership certification. On June 30, 2021, the Thai Private Sector Collective Action Coalition Against Corruption (CAC) project passed a resolution to renew the certification of the Company’s CAC membership for three years, which will expire on June 30, 2024. In year 2023, the Company added channels for reporting clues or complaints about corruption via QR code, created public relations media through the online system, posted announcements to employees and stakeholders, and reviewed anti-corruption policies and manuals. In year 2024, the Company prepared a 71-point assessment to submit for renewal of CAC membership certification for the fourth time by September 30, 2024.

(4.3) **Social and environmental responsibility (CSR activities)** In year 2023, the Company organized activities in the surrounding communities, including the **“Diamond Heart Technician”** project in collaboration with Muak Lek Technical College, Saraburi Province, to provide theoretical and practical knowledge about installing the Company’s products. It supported products and equipment in creating a **“Nordic Style Security Fortress”** and joined Phra Dabos School by supporting products and equipment for building **“Sala Phra Dabos”** The Company organized various activities with the community such as Children’s Day activities, **“Diamond Pansuk”** activities, and **“Diamond Social Development”** activities. It donated money to the **“Siriraj Foundation”** It also supported the Company’s products in improving the homes of the underprivileged contacted by the Panya Pansuk program, etc.

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

Mr. Songpol Sukonthapong, a representative from the Thai Investors Association, inquired about the Company’s use of tax benefits from investments, including the NT-11 Project, the CT-6 Project, and the AAC-2 Project. How much and when will results be seen?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, responded to clarify that the Company has already received tax benefits from the CT-6 project. For the AAC-2 project, it is not yet known whether the entire amount will be received the Company has received tax benefits from the investment budget since year 2015. The Company will receive full benefits from year 2020 to 2024 but will be reduced proportionately after this.

Mr. Songpol Sukonthapong, a representative from the Thai Investors Association, asked about the Project to expand concrete tile production capacity to 100,000 tons per year in May 2024. How much production capacity is expected to be used in year 2024?

Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer, Production and Engineering, answered and clarified that regarding the sales behavior of the construction business, there is a sales period, which is the first six months of the year, and a low season period, which is the second half of the year. When the Company starts operating the machinery in May 2024, it is estimated that at least the Company will use a production capacity of not less than 50 percent because it is not the sales period. Therefore, the year's second half may depend on government support, including the remaining stock of low-rise houses of approximately 200,000 units. However, the Company has joint plans for production and sales. In addition, the Company has strong distribution channels. Therefore, the Company can use a production capacity of not less than 50 percent.

Mr. Songpol Sukonthapong, a representative from the Thai Investors Association, asked the following questions: Is the AAC-2 project machine expected to be completed on time? If not, will there be a penalty paid according to the contract? And in the case where the machine is used perfectly, within how many months will the production capacity be 80%?

Mr. Sunthorn Suwannajade, Assistant Chief Executive Officer, Production and Engineering, answered that the current machine-making system is unlike the past. We have studied the information and expect it to be completed in 14 months. But the machinery may be completed within five months. In addition, it is construction work and connection work, etc. According to the contract, the Company has already collected a security fee of not less than 10 percent if there is a problem in breach of the contract. As for the AAC-2 project, when will 80 percent production be possible? It is still impossible to answer because, at present, the original machinery is still producing at total capacity. So, it depends on the sales, market situation, and economic environment.

Mr. Songpol Sukonthapong, a representative from the Thai Investors Association, asked the following questions. As for distribution channels for plans or possibilities in year 2024, the group of distributors (Agents) selling 675 branches is likely to increase by how much? And are large retail stores (Modern Trade) likely to grow? As for project work where the demand for sales is greater than the demand for purchase (Over Supply), how much will this affect the income in this section?

Mr. Satid Sudbuntad, Chief Executive Officer, answered that the overall picture of the Company in terms of distribution channels is the primary channel being distributors (Agents) 80-90 percent and starting to sell products abroad. Over the past 5-7 years, it has been seen that large retail stores (Modern Trade) and project work have grown. As for investments over the past several years, it has increased production capacity from 800,000 to 1,000,000 - 2,000,000 tons per year. And will invest more in product groups that have a future according to the strategy of **"Build your dream home with DIAMOND"** For example, investing in a roof truss and related equipment is the right direction. It also studies various channels to market in more channels to reduce risk. For large retail stores (Modern Trade), last year, there were approximately 80 branches nationwide, and this year, approximately 30 additional branches. For the international market, in the past 2-3 years, there have been problems with currency, COVID-19, etc. For housing project work in year 2024, the lowest growth rate is aimed at expanding to the region to expand opportunities and reduce risks. The Company, thus, manages risks in all four distribution channels, including balancing and managing products to be ready for sale. Therefore, the availability of all four distribution channels in the 1st quarter of year 2024 grew to large retail stores (Modern Trade). From the strategy that the Company has laid out, it is hoped that it will drive sales to improve in the 2nd quarter of year 2024.

Mr. Niran Phongklam, a minor shareholder, asked about expanding the production capacity for concrete tiles, roof truss, and autoclaved aerated concrete. In this regard, it is not known whether the investment in the Company's expansion will have a break-even point within how many years to support increased sales and what the Company's strengths in the market are?

Mr. Satid Sudbuntad, Chief Executive Officer, responded to clarify that the Company, established in the 39th year, has grown by selling all 3 product groups: concrete tiles, roof truss, autoclaved aerated concrete, fiber cement tiles, and other products so that an entire house can be built under the words **"Build your dream home with DIAMOND"** How will the production capacity be increased for the fiber cement tile group, concrete tile group, and autoclaved aerated concrete (AAC) group? In the past, AAC was a burden to the Company. In Company investment, the Board of Directors had several meetings before receiving approval. AAC will make a profit and allow the Company to grow its business because, compared to other materials, AAC can be built faster. As for the AAC factory in Chiang Mai province has a production capacity of 1 million blocks per month, produced for sale in the northern region, including Chiang Mai, Chiang Rai, and neighboring countries or where transportation can take place. As for the AAC production plant in Saraburi Province, there are currently 3 million blocks per month. Most of these are sold to large retailers (Modern Trade) and distributors nationwide. However, housing project work is still not available for sale. This is because AAC products are insufficient for sales. The average annual production capacity is at least 80-90 percent. In the 1st quarter of year 2024, the production capacity is at 95%. For the various investment projects that the Company carries out, they are worth the investment.

Mr. Nirun Phongklam, a minor shareholder, asked that the autoclaved aerated concrete group have relatively high numbers. How does the Company plan to compete with other manufacturers?

Mr. Satid Sudbuntad, Chief Executive Officer, explained that investment in the AAC-2 project was considered because there was an average product backlog of 2 million blocks per month last year. Therefore, customer satisfaction is essential. Consequently, investing in new production lines and expanding new markets is necessary. Today, everyone knows about global warming. Thus, the Company must create understanding with consumers and designers to make them use the product. At present, only 6 percent of the project work is sold because there is not enough autoclaved aerated concrete product to sell. Therefore, we believe that increasing production capacity will enable us to market it.

Mr. Nirun Phongklam, a minor shareholder, inquired about Diamond Cafe's progress. For the elderly customer group, it is interesting, but they don't know where to buy it or how much it costs?

Mr. Satid Sudbuntad, Chief Executive Officer, answered and clarified that the Company creates products that customers can touch. How to make it a ready-made product that takes time to create? There is a 5-6 year process for building a brand. At present, the Company has penetrated the coffee shop market, which is popular. Make it possible for those interested in creating a coffee shop within the specified time and budget. The Company has a coffee shop in front of the Company. Saraburi Province is an example and has partners such as Dioro Chaodoi, etc. The Company is not only looking at being a coffee shop but also looking at opportunities for cat houses, dog houses, etc. There may be various sizes to choose from. The Company has finished products that can be assembled.

Mr. Rangan Ngamprasertphong, a minor shareholder, inquired: autoclaved aerated concrete still has a product backlog monthly of 2 million blocks. After investing in the AAC-2 project, He would like to know if the product can be delivered immediately. Or is there still outstanding left, and what will the future be?

Mr. Satid Sudbuntad, Chief Executive Officer, answered that autoclaved aerated concrete (AAC) has been in the market for many years, and the Company has been in this business for approximately ten years. In the beginning, there were problems with price and operating results. The Company views it as a product that will help supplement the distribution channels. Moreover, the production capacity will increase approximately 40-50 percent. As of today, the product backlog amount has decreased due to the slow business. However, the AAC-2 project will be completed in the 2nd quarter of year 2025. When the AAC-2 project is finished, it cannot be said that the management of the product backlog will have a better direction. But expect it to be an option that will help reduce risk. Because the Company is in the central region, the gateway to the northeastern region, it must present products through new channels such as project work, etc.

Mr. Rangan Ngamprasertphong, a minor shareholder, asked what the percentage of transportation costs to expenses was?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, responded that the transportation cost was less than 10 percent of the total cost. The Company has customers who deliver the products themselves and the Company delivers them. The factor that affects transportation costs is the price of oil. The main costs of the Company are raw materials, followed by energy costs such as gas, steam, and electricity, which fluctuate according to the price of fuel oil. Because the Company's product structure uses raw cement materials, increasing prices will affect the Company.

Mr. Rangan Ngamprasertphong, a minor shareholder, asked that how can transportation reach customers through various channels?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, answered further to clarify that the cost of transportation is less than 10% of the total cost because it includes both the customer picking it up and the Company delivering it. The proportion is approximately half if the product is not full; the customer can also receive products from other companies.

Mr. Rangan Ngamprasertphong, a minor shareholder, asked about the Company's current inventory turnover rate?

Mr. Satid Sudbuntad, Chief Executive Officer, responded that the sales period for autoclaved aerated concrete is less than 15 days, which is relatively low. For other products, the period does not exceed 30 days. Therefore, before entering the sales period, it may be necessary to increase production capacity to store products to sell during the sales period.

Mr. Prinya Tieworn, a minor shareholder, asked to Thank you for increasing the production capacity of the Company's autoclaved aerated concrete. In this regard, investing in the AAC-2 project in the amount of 648 million baht and borrowing money from financial institutions in the amount of 500 million baht, what is the approximate financial cost, and will it affect the dividend payment?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, responded that the CT-6 project uses a fixed interest rate. The interest rate is 3.5 percent per year and lasts four years. The Company hopes the AAC-2 project will not exceed this amount, but it depends on government policy and the Bank of Thailand. However, the Company will try to get the lowest interest rate.

Mr. Prinya Tieworn, a minor shareholder, further clarified that, as seen in the transportation of the Company's autoclaved aerated concrete products, only the Company's brand was attached to one side. It was recommended that it be attached to all four sides.

Mr. Prinya Tieworn, a minor shareholder, inquired: Is the war's impact on the cost of raw materials and transportation costs abroad affecting the Company?

Mr. Satid Sudbuntad, Chief Executive Officer, answered and clarified that during that period it affected the Company in many matters. As for the shortage of primary raw materials, it does not affect the Company but cannot be predicted in the future. The energy cost remains unchanged. As for the costs, the Company can manage them and should be able to maintain gross profit margins. And for freight charges during the pre-COVID period, the Company had freight charges while the market slowed down. But at present, it has returned to normal, which does not affect the Company.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, asked how many autoclaved aerated concrete manufacturers there are?

Mr. Satid Sudbuntad, Chief Executive Officer, responded that there were approximately 6-7 autoclaved aerated concrete (AAC) manufacturers. As of today, construction costs have increased. Compared to other materials, AAC is easier and faster to build and saves energy, making it more suitable.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, inquired whether autoclaved aerated concrete has the properties of making the house cooler and soundproofing better?

Mr. Satid Sudbuntad, Chief Executive Officer, responded that the autoclaved aerated concrete is strong, cool, and soundproof.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, asked whether the Company thought the Company had products covering construction and what products it was missing?

Mr. Satid Sudbuntad, Chief Executive Officer, responded that the Company must first look at its strengths. Then, we began to find roofs made from various materials to accommodate changing consumer preferences. However, it is still looking for products in the roofing group first and then looking further into the walls and floors to give the Company more selling points.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, inquired whether the Company's distribution channels for project work, when the project contacts to purchase products, will buy all the products that the Company has or not?

Mr. Satid Sudbuntad, Chief Executive Officer, responded that the Company has created the Diamond brand to be known and accepted at a certain level. Therefore, whether the customer will purchase every product the Company has depends on whether the style and price of the product match the customer's need.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, asked whether the Company has contractor distribution channels?

Mr. Satid Sudbuntad, Chief Executive Officer, answered that there was.

Mrs. Khanung Makthiranuwat, a minor shareholder, inquired how Superblock is related to the Company?

Mr. Satid Sudbuntad, Chief Executive Officer, responded that Superblock has been merged with Insee Super and is unrelated to the Company.

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 year 2023 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 2023 as presented above.

Agenda 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2023

The Chairman proposed the meeting to consider approving the balance sheet and income statement for the year ended December 31, 2023, 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 2023 (in QR Code format) page 209 under the topic of “Financial Statements”, including an analysis of the Company’s financial position and performance for the year 2023, page 104 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 2023 (in the form of QR Code) page 185. The Company’s Board of Directors has considered that the balance sheet and income statement for the year ended December 31, 2023, 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 minor shareholder, asked the following questions.

(1) Trade receivables that exceed 180 days are expected to cause a bad debt of 4.5 million baht. What type of customers are they?

(2) Inventories include finished goods, semi-finished goods, and goods purchased for resale, totaling approximately 357.45 million baht. Is it expected to be sold out in year 2024? And is there a chance of impairment of the goods?

(3) Real estate, which is land in Lampang Province. When are there future investment plans to use the assets? In recent years, what has been the value of this asset loss?

(4) The Cash flow from the investment is approximately 451 million baht. Please explain this and how the Company plans to operate in this area in year 2024?

Mr. Krit Kullertprasert, Assistant Chief Executive Officer, Central Management, responded with clarification as follows.

(1) It is a distributor (Agent) customer, and the Company has already set up a reserve arising from a debtor who has gone bankrupt and is investigating assets to repay the debt.

(2) Products purchased for sale cannot be produced ourselves; they cost approximately 23 million baht. Semi-finished products are white tiles. Finished products are products ready for sale. In most years, the Company has organized Diamond Warehouse promotions during sales to allow customers to stock up on products. However, due to changing customer behavior, there is a tendency to store less product stock, but the Company still has to store more. Customers may immediately order from others if no products are ready to sell. Substitute products are also coming into competition. Therefore, it is risky if you cannot respond to customers immediately. However, I would like to inform you that the allowance for decreased product value in year 2023 is approximately 9 million baht, reflecting the situation due to the provision for slow-moving products or products with a higher cost than the market price. If there is a large amount, there is a risk that the products will become outdated or obsolete, which has decreased from year 2022 to approximately 17 million baht. In year 2022, the Company encountered problems with raw materials ordered from Europe due to war problems, so it had to keep a stock of raw materials. However, in year 2023, raw materials decreased, but during this time, there was a new war, and the old war still existed. As a result, the Company must stock raw materials in the case.

(3) Investment real estate is land in Lampang Province. At present, the Company has no investment plans. Due to the expansion of the city plan, factories cannot be built because it is a green area. Therefore, it is likely that this property, which has a value of 20 million baht, must be sold.

(4) Cash flow from investment of approximately 451 million baht consists of 2 parts: (1) annual investment, with the management’s policy that investment will not be less than or close to annual depreciation (2) Investment in new assets to improve or increase production capacity or comply with the law. As for cash flow, it comes from additional investment due to the CT-6 project.

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, 2023, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2023 as presented above with the following number of votes:

Approved :	640,727,910	votes	or	99.99	percent
Disapproved :	-	votes	or	0.00	percent
Abstained :	1,000	votes	or	0.01	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,728,910	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 0.52 baht per share or 71.23 percent of the net profit per share. Accordingly, the Board of Directors had already approved the payment of interim dividend no.1/2023 on September 15, 2023 at 0.26 baht per share. Therefore, there remains a dividend of 0.26 baht per share for the dividend payment no. 2/2023 to the shareholders, which is expected to be paid on May 10, 2024 to the eligible shareholders having their names appear on the share register book on the Record Date of March 5, 2024 and must be approved at the 39th Annual General Meeting of Shareholders (Year 2024). 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, 2023, 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, 2023, as presented above with the following number of votes:

Approved :	640,731,710	votes	or	99.99	percent
Disapproved :	-	votes	or	0.00	percent
Abstained :	1,000	votes	or	0.01	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	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. Chaoyut 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. In this regard, it is proposed that Assoc.Prof.Dr. Somjai Phagaphasvivat will be appointed as an independent director instead.

At this meeting, there was a change of 2 directors, Mr. Anun Louharanoo and Mr. Sakda Maneeratchatchai, who resigned effective on April 19, 2024. The current directors have been directors since being listed on the Thailand Stock Exchange. We are delighted and proud of the efficiency of this committee's management. Because it has made the Company progress steadily for 19 years, when directors change, we will see new visions or innovations that benefit the Company. The two new directors are asked to present their vision to shareholders in this regard.

Assoc.Prof.Dr. Somjai Phagaphasvivat said that it is an honor to be appointed as a director of the Company. Everyone will see that every business must face changes, and the Middle East war impacts both macro and micro businesses. Therefore, he will use his knowledge and abilities to do his job as best as possible.

Mr. Jark Chulakiet said it is a great honor to join a high-quality company that has been operating for a long time. As a decorator, he will try to use all of his knowledge and abilities for the Company's maximum benefit.

Ms. Chanan Poprasart, 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. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Satid Sudbuntad and (4) Mr. Anun Louharanoo has notified his decision to decline the appointment as a director following the end of his term, therefore has proposed Assoc.Prof.Dr. Somjai Phagaphasvivat to assume the position of Independent Director, 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 year 2020, the Company had submitted the Efficiency Improvement Project on Curved Head Rounding Machine for Diamond Fence to compete in the Kaizen Award year 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 year 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.

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 three directors to return to serve as directors for another term. In this regard, a new director was appointed to replace the director who had informed that he would not wish to be reappointed as a director once his term expired. 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. Chaiyut Srivikorn**, the **Director** who was retired by rotation, as the **Director** for another term of directorship.

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

Approved :	640,707,510	votes	or	99.98	percent
Disapproved :	24,200	votes	or	0.01	percent
Abstained :	1,000	votes	or	0.01	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	votes	for those present at the meeting and eligible to vote.		

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

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

Approved :	639,659,410	votes	or	99.83	percent
Disapproved :	24,200	votes	or	0.01	percent
Abstained :	1,049,100	votes	or	0.16	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	votes	for those present at the meeting and eligible to vote.		

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

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

Approved :	634,731,610	votes	or	99.06	percent
Disapproved :	-	votes	or	0.00	percent
Abstained :	6,001,100	votes	or	0.94	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	votes for those present at the meeting and eligible to vote.			

(4) The Chairman, proposed that the shareholders' meeting consider **Assoc.Prof.Dr. Somjai Phagaphasvivat** is to assume the position of **Independent Director** in place of Mr. Anun Louharanoo , who has informed the meeting that he will not request reappointment as a director when his term expires.

Resolution: The shareholders' meeting considered and resolved to approve the reappointment of **Assoc.Prof.Dr. Somjai Phagaphasvivat**, the **Independent Director**, is to assume the position of **Independent Director** in place of Mr. Anun Louharanoo, who has informed the meeting that he will not request reappointment as a director when his term expires as proposed above, with the following number of votes

Approved :	640,731,610	votes	or	99.99	percent
Disapproved :	-	votes	or	0.00	percent
Abstained :	1,100	votes	or	0.01	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	votes for those present at the meeting and eligible to vote.			

Agenda 6: TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

The Chairman stated that Mr. Chaoyut Srivikorn, the Chairman of the NRC Committee, could not attend this meeting due to ill health. Therefore, Mr. Krit Kullertprasert was asked to mention the criteria for determining directors' remuneration in this meeting agenda.

Mr. Krit Kullertprasert, 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 2024, 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: 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) 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 and PTI Committee members receiving Baht 10,000 per month per person.

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 2024 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 2024, as presented above with the following number of votes:

Approved :	621,944,110	votes	or	97.06	percent
Disapproved :	1,000	votes	or	0.01	percent
Abstained :	18,787,600	votes	or	2.93	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	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 2024 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 2024.

(1) Ms. Chanlika Panya, certified public accountant registration No. 11872; will be the new auditor replacing 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 2024, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2024, 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 2024. The annual audit fee, review fee, quarterly financial statements, and quarterly and annual financial statements preparation fee for year 2024 is totaling Baht 1,620,000, as detailed above.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of Ms. Chanlika Panya, certified public accountant registration No. 11872; 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 2024, having the yearly audit fee, quarterly reviewed financial statements and quarterly and yearly consolidated financial statements preparation for year 2024, 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 :	640,731,710	votes	or	99.99	percent
Disapproved :	1,000	votes	or	0.01	percent
Abstained :	-	votes	or	0.00	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	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 GENERAL PROVISIONS, ARTICLE 3, TO ENSURE COMPLIANCE WITH LEGAL REQUIREMENTS

The Chairman stated that 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>

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.

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 approving the amendment to the Company’s Articles of Association in Chapter General Provisions, Article 3, to Ensure Compliance with Legal Requirements, in compliance with the established laws. This agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of the shareholders attending the meeting with voting rights.

Resolution: The shareholders' meeting has considered and resolved to approve the amendment to the Company’s Articles of Association in Chapter General Provisions, Article 3, to Ensure Compliance with Legal Requirements, in compliance with the established laws as detailed above with the following votes:

Approved :	640,731,710	votes	or	99.99	percent
Disapproved :	1,000	votes	or	0.01	percent
Abstained :	-	votes	or	0.00	percent
Voided Ballots :	-	votes	or	0.00	percent
Of the total	640,732,710	votes for those present at the meeting and eligible to vote.			

Agenda 9: OTHER MATTERS

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

Mr. Pongpol Jakkarn, a minor shareholder, asked for the information in Form 56-1 One Report (Year 2023), page 182, which states, "In year 2023, the Company had one complaint regarding corruption. The Office of the internal audit has concluded and closed the matter, which has had no significant impact on the Company's operations." Page 183 states, "Record the information from the complainant as follows: (1)The complainant's name is classified as an outsider or an insider unless the name is specified. (2) The date of the complaint. (3) The name of the person or event complained of. (4) The name of the person responsible for the investigation. (5) Other relevant information". During the year 2023, the results of the complaints have already been reported. Is this the same case as stated on page 182?

Mr. Sakda Maneeratchatchai, Independent Director and Audit Committee Chairman, responded that the Company had appointed a committee to audit, investigate the facts, and report to the Company Chairman. From such consideration, it was concluded that punishment must be carried out according to the Company's regulations, after which the complainant was informed of the results of the action. As for the punishment, it is a secret of the Company that cannot be disclosed.

Mr. Pongpol Jakkarn, a minor shareholder, asked that there be 2 cases of complaints: (1) regarding work regulations concerning the use of authority to force subordinates to do personal work of their superiors during work hours, (2) violating the anti-corruption policy. Therefore, he would like to know whether, from the investigation, it was wrong in both cases or not?

Mr. Sakda Maneeratchatchai, Independent Director and Audit Committee Chairman, answered that the investigation revealed an outline regarding anti-corruption and another that the Company never had regulations regarding operations in that matter. The committee considered and investigated what punishment would be given and reported it to the Company's president.

Mr. Prakit Pradipasen further clarified that the Company is very proud of its compliance with the anti-corruption conditions. In the case of shareholders who have inquired, the Board of Directors, Audit Committee, and Management Committee have determined that it is not corruption but only a matter of misunderstanding.

Mr. Pongpol Jakkarn, a minor shareholder, asked what the process was and how to manage it after going through the investigation?

Mr. Satid Sudbuntad, Chief Executive Officer, clarified that management has set up an investigation committee to investigate the complaints. There are punishments within the Company. However, some matters are unclear. At present, work on this matter has been completed and has been established as Company regulations for further compliance.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, asked Mr. Jark Chulakiet, a director, to provide additional details about his history to the shareholders.

Mr. Jark Chulakiet, Independent Director, explained that he currently operates his own business, Define Studio Company Limited, which has been in business for 20 years. It is related to interior design and decoration, such as restaurants, model rooms of real estate companies, etc.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, asked the auditor whether KPMG Phoomchai Audit Company Limited has used an Artificial Intelligence (AI) system to audit the Company?

Ms. Chanarat Chanwa, certified public accountant No. 9052, explained that for annual audit planning, KPMG Phoomchai Audit Company Limited (KPMG) has continuously developed a program system and various tools for auditing accounts. At present, we analyze existing data from the past to the present in order to predict the future (Data Analytics) and analyze important trade transactions at the Company. Accounting is recorded by bringing in more program systems and software to inspect, such as randomly checking the Company's assets using software to select assets with abnormalities or corruption risks to be examined. In addition, software is used for data analysis, comparison, and various reports to reduce time consumption and make work more systematic.

Mr. Chayaphon Prasertkamonchai, a minor shareholder, further asked the auditor because KPMG Phoomchai Audit Company Limited has used more programs and various software systems to assist the examination. So, can the audit fee be reduced next year?

Ms. Chanarat Chanwa, certified public accountant No. 9052, explained that various program systems and software are investments of KPMG worldwide so that companies in the KPMG network around the world can use multiple program systems and software. In this case, companies in the network that are users must pay related copyright expenses. Therefore, it is a long-term investment to make auditing more efficient. At the same time, it allows the auditors in the auditing team to investigate more complicated matters that the program system and software cannot perform. This ensures that all risks related to the financial statements have been fully audited according to auditing standards. As for the audit fee proposed this year, it is appropriate. The audit fee has remained the same for three years.

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

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

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

The meeting was closed at 12:40 hrs.

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Mr. Prakit Pradipasen
Chairman of the Meeting

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Mr. Krit Kullertprasert
Company Secretary
Meeting Minutes Taker

Agenda 2

TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2024

Background and Rationale

The Report of the Board of Directors on the Operating Results of Year 2024 including other information and reports of the Company during 2024 have been reported in the Form 56-1 One Report Year 2024 (in QR Code format) on page 112 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 2024 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, 2024

Background and Rationale

Ms. Chanlika Panya, certified public accountant registration no. 11872 of KPMG Phoomchai Audit Ltd., has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2024, which have been reported in the Form 56-1 One Report Year 2024 (in QR Code format) on pages 215 under the section titled **“Financial Statements”**, including the analysis of the financial status and operation results of the Company for year 2024 on pages 112 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 2024 (in QR Code format) on page 192.

Board of Directors’ Opinion

The Board of Directors has considered that the aforementioned financial statements of year 2024 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, 2024 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. 395 (2/2025) dated February 17, 2025 has considered the appropriation of earnings and approved to propose to the Shareholders’ Meeting for approval of the appropriation of earnings for payment of dividend to shareholders at Baht 0.50 per share or equal to 86.21 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)	2024	2023	2022
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)	0.58	0.73	0.75
Dividend per Share (Baht per Share)	0.50	0.52	0.50
Dividend Payout Ratio %	86.21%	71.23%	66.67%
Retained Earnings (Loss) from Previous Year	1,050.99	871.72	631.16
Add Net Profit (Loss) for the year	498.47	623.89	642.15
Add Actuarial gains (losses)	(13.28) ⁽¹⁾	-	32.41 ⁽¹⁾
Income tax relating to components of other comprehensive income	2.66 ⁽¹⁾	-	(6.48) ⁽¹⁾
Comprehensive Profit (Loss) for the year	487.85	623.89	668.08
less Legal Reserve	-	-	-
Payment of Interim Dividend 1/20xx	222.31	222.31	205.21
Payment of Dividend 2/20xx	205.21 ⁽²⁾	222.31	222.31
Unappropriated Retained Earnings (Loss) Carried Forward	1,111.32	1,050.99	871.72

⁽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, 2024 and 2022.

⁽²⁾ As can be seen from the Table above, for Year 2024, the projected dividend payment No. 2/2024 was calculated from the issued and paid-up ordinary shares deducted by the number of repurchase shares remaining as of the end of year 2024, 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 4, 2025.

Dividend Payout As Compared to Net Profit Year 2024

The Shareholders will receive dividend appropriated from the net profit of the separate financial statements of year 2024 at Baht 0.50 per share or 86.21 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. 1/2024 on September 13, 2024 at Baht 0.26 per share. Therefore, there remains a dividend of Baht 0.24 per share for the dividend payment no. 2/2024, which is expected to be paid on May 16, 2025. 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 4, 2025. Accordingly, the eligibility for the dividend payment no. 2/2024 must be approved at the 40th Annual General Meeting of Shareholders (Year 2025) 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 2025 is considered the 21th 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. Sunthorn Suwannajade (2) Mr. Chatchai Teepsuwan (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Pulivekin.

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. 1/2025 held on January 9, 2025. 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. Sunthorn Suwannajade (2) Mr. Chatchai Teepsuwan (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Pulivekin 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. Sunthorn Suwannajade: currently the Director, Production Technology and Innovation Committee Member, Management Committee Member and Assistant Chief Executive Officer Production and Engineering. Throughout the past, he has demonstrated exceptional performance in his roles, bringing extensive knowledge, expertise, and specialized skills that add significant value to the company. With a strong commitment to integrity and diligence, he has consistently dedicated his time to enhancing operational efficiency and driving continuous improvements across various production systems. Additionally, he has played a pivotal role in overseeing manufacturing plant expansion projects, ensuring successful execution in line with targeted commercial operation dates and production capacity milestones.

(4.2) Mr. Chatchai Teepsuwan: currently holds positions of Director and Member of the NRC Committee. Throughout the past, he had performed his duties very well in the positions with knowledge and experiences especially in finance, banking, investment and real estate development, including manpower recruiting and management, as well as remunerations payment for directors, executives and employees of the Company by providing advice to the Company in order to effectively manage in the matters which will benefit the Company's business operations in the future.

(4.3) Mr. Woodthikrai Soatthiyanon: currently holds positions of Independent Director and Audit Committee Member. Throughout the past, he has excelled in his roles, demonstrating independent and honest judgment in his contributions. With deep expertise, strong capabilities, and extensive experience in legal matters, he provides valuable counsel on regulatory compliance. His insights and guidance are instrumental in ensuring the company's adherence to legal frameworks, positioning it for sustainable growth and long-term success.

Mr. Woodthikrai Soatthiyanon has served as an Independent Director since January 12, 2011, totaling 14 years in the position, which will extend to 17 years if reappointed. While good corporate governance practices recommend a maximum tenure of nine years for independent directors, his extensive qualifications under the Public Limited Companies Act B.E. 2535, along with his deep legal expertise and regulatory acumen, have provided invaluable guidance to the company. His ability to offer well-founded, independent opinions in compliance with relevant laws continues to be a critical asset to the company's governance and strategic direction.

(4.4) Mr. Thanit Pulivekin: currently holds the positions of Independent Director and Audit Committee Chairman. Throughout the past, he has consistently demonstrated excellence in his role, maintaining independence in expressing honest and well-informed opinions. With extensive legal expertise, strong capabilities, and deep experience in regulatory matters, he provides valuable guidance on legal compliance. His insights are instrumental in ensuring the Company's adherence to applicable laws, thereby supporting its long-term business operations and strategic growth.

Mr. Thanit Pulivekin has served as an Independent Director and Audit Committee Chairman since April 24, 2013, holding the position for 12 years (which will extend to 15 years with this appointment). In adherence to good corporate governance principles, the tenure of an independent director is generally recommended not to exceed nine years. However, Mr. Thanit Pulivekin's extensive qualifications, as stipulated under the Public Limited Companies Act B.E. 2535, and his deep expertise in accounting and finance, make his continued service highly valuable to the Company. His role as a consultant in corporate governance, particularly in anti-corruption measures, and his ability to provide strategic financial and compliance-related advice offer significant benefits to the Company. Additionally, his capacity to deliver independent and well-informed opinions in line with relevant laws and regulations further enhances the Company's governance and operational integrity.

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, 2024 to December 31, 2024. 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. 394 (1/2025) held on January 27, 2025, 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. Sunthorn Suwannajade : | Proposed for re-appointment as the Director |
| (2) Mr. Chatchai Teepsuwan : | Proposed for re-appointment as the Director |
| (3) Mr. Woodthikrai Soatthiyanon : | Proposed for re-appointment as the Independent Director |
| (4) Mr. Thanit Pulivekin : | Proposed for re-appointment as the Independent Director |

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. Sunthorn Suwannajede

Age 61 years / Nationality Thai

Position in the Company:

Director, Production Technology and
Innovation Committee Member and Assistant Chief
Executive Officer Production and Engineering

Current Position in the Board:

Director

Education:

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

Expertise: Engineering

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

- (1) Director Accreditation Program (DAP 195/2022)
- (2) Risk Management Program for Corporate Leaders (RCL 29/2022)

Work Experience:

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

- 2022 - present Director and Production Technology and Innovation Committee Member, Diamond Building Products Plc.
- 2019 - present Management Member, Assistant Chief Executive Officer Production and Engineering, Diamond Building Products Plc.

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

- 2022 - present Director, Diamond Materials Co., Ltd. (Subsidiary company of Diamond Building Products Plc.)

(3) Work Experience during the Past 5 Years as 1 company as follows :

- 2007 - 2019 Division Manager (Senior) Production and Engineering, Diamond Building Products Plc.

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

Shareholding in the Company as of December 31, 2024: 150,000 shares or 0.02%

Period of Directorship with the Company: 3 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2024: Attended all 12 meetings
- (2) PTIs' Meeting in 2024: 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. Chatchai Teepsuwan

Age 56 years / Nationality Thai

Position in the Company:

Director and NRC Member

Current Position in the Board:

Director

Education:

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

Expertise: Business Management

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

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

Work Experience:

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

- 2016 - present Director and NRC Member, Diamond Building Products Plc.

(2) Currently holding Directorship and Executive positions in other business (not the listed companies in (1) above) at 3 companies as follows:

- 2015 - present Director, Myriad Materials Co., Ltd.
- 2012 - present Managing Director, Pattaya Grand Village Co., Ltd.
- 2005 - present Director, Phahol 8 Co., Ltd.

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

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

Shareholding in the Company as of December 31, 2024: None

Period of Directorship with the Company: 9 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2024: Attended 10 out of 12 meetings
- (2) NRCs' Meeting in 2024: 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: 1 person as follows;

- Mr. Kamolaphat Teepsuwan, currently the Director



Mr. Woodthikrai Soatthiyanon

Age 71 years / Nationality Thai

Position in the Company:

Independent Director and Audit Committee Member

Current Position in the Board:

Independent Director

Position as the Independent Director:

Started from January 12, 2011, totaling 14 years The total period of time in the position will be 17 years when includes the office term proposed at this time until it ends.

Education:

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

Expertise: Legal

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

- (1) Director Accreditation Program (DAP 89/2011)
- (2) Ethical Leadership Program (ELP 23/2021)
- (3) Subsidiary Governance Program (SGP 3/2022)
- (4) Advanced Audit Committee Program (AACP 53/2024)

Work Experience:

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

- 2024 - present Audit Committee Member,
Diamond Building Products Plc.
- 2011 - present Independent Director,
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 at 1 company as follows:

- 2013 - 2024 Corporate Governance Committee
Member,
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, 2024: None

Period of Directorship with the Company: 14 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2024: Attended all 12 meetings
- (2) Audit Committees' Meeting in 2024: Attended all 4 meetings
- (3) Corporate Governance Committees' Meeting in 2024: Attended all 1 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

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

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



Mr. Thanit Pulivekin

Age 74 years / Nationality Thai

Position in the Company:

Independent Director and Audit Committee Chairman

Current Position in the Board:

Independent Director

Position as the Independent Director:

Started from April 24, 2013, totaling 12 years The total period of time in the position will be 15 years when includes the office term proposed at this time until it ends.

Education:

- B.SC (Chemical Engineering), Chulalongkorn University

Expertise: Engineering

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

- (1) Director Accreditation Program (DAP 105/2013)
- (2) Audit Committee Program (ACP 44/2013)
- (3) What Directors Need to Know about Digital Assets Class 4/2022
- (4) Hot issue for Director : Climate Governance Class 4/2023
- (5) Anti-Corruption the Practical Guide (ACPG 66/2024)

Work Experience:

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

- 2024 - present Audit Committee Chairman, Diamond Building Products Plc.
- 2013 - present Independent Director, 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:

- 2018 - present Chairman, Baan Phaholyothin Place Juristic Person

(3) Work Experience during the Past 5 Years at 3 company as follows:

- 2013 - 2024 Audit Committee Member and Corporate Governance Committee Chairman, Diamond Building Products Plc.
- 2014 - 2017 Director, Phaholyothin Place Juristic Person
- 2011 - 2018 Director, Pattaya Grand Village Co., Ltd.

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

Shareholding in the Company as of December 31, 2024:

None

Period of Directorship with the Company: 12 years

Meeting Attendance Record:

- (1) Board of Directors' Meeting in 2024: Attended 11 out of 12 meetings
- (2) Audit Committees' Meeting in 2024: Attended all 6 meetings
- (3) Corporate Governance Committees' Meeting in 2024: Attended all 1 meetings

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

Dispute in the 10 preceding years: None

Family Relation with Other Directors: None

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

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

QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Agenda 6

TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

Background and Rationale

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

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

Composition of Remuneration

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

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

(1.2) Annual remuneration or bonus for the Directors must be approved by the shareholders’ meeting each year based on the Company’s operating results of each year. For the annual bonus for the Directors of year 2023, the 39th Annual General Meeting of Shareholders (Year 2024) resolved to approve the annual bonus for the Directors at Baht 400,000 for the Chairman of the Board of Directors and Baht 350,000 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 2025 and previous auditor for year 2024 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 2025	Year 2024	Increase (Decrease)		Year 2024	Year 2023	Increase (Decrease)		Year 2025	Year 2024	Increase (Decrease)	
			Amount	%			Amount	%			Amount	%
(1) The Board of Directors												
• Chairman's	80,000	80,000	-	-	350,000	400,000	(50,000)	(12.50)	-	-	-	-
• Directors	50,000	50,000	-	-	300,000	350,000	(50,000)	(14.29)	-	-	-	-
(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	-	-	-	-	-	-	-	-	-	-

Remarks: * Received only for non-executive directors

The remunerations paid to each of the Directors during year 2024 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2024 (in QR Code format) on page 183, 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 2025.

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 2024 on 364 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	62,163	2,500	379,659	33,119	2,500	218,000
Building & Construction Materials Sector	63,155	10,000	250,000	34,403	5,000	120,000
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	33,180	2,500	180,000	23,822	833	120,000
Building & Construction Materials Sector	42,156	10,000	180,000	28,922	5,000	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	23,687	833	120,000	15,120	666	75,000
Building & Construction Materials Sector	35,024	3,500	120,000	18,333	5,000	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	31,633	6,667	50,000	19,867	3,333	36,000
Building & Construction Materials Sector	35,000	20,000	50,000	15,000	10,000	20,000
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	822,085	11,089	6,711,147	579,080	8,871	3,800,000
Building & Construction Materials Sector	796,986	48,000	4,064,513	599,748	48,000	2,709,642
Diamond Building Products Public Co., Ltd.		400,000			350,000	

Board of Directors' Opinion

The Board of Directors' Meeting No. 394 (1/2025) dated January 27, 2025 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 2024 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2025 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 2024, the Company's revenue from sales and services decreased and as a result, the net profit did not meet the target. Therefore, the annual bonus payment to the Directors for the year 2024 is proposed to decrease from the previous year as follows: the annual bonus payment for the Chairman is proposed to decrease from Baht 400,000 to Baht 350,000, and the annual bonus payment for each of the 11 Directors is proposed to decrease from Baht 350,000 to Baht 300,000.

(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. Tor.Jor. 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, has been the auditor signing the Company's financial statements since 2024 totaling 1 year.

(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 2025 and previous auditor for year 2024 are as follows:

Description (Unit : Baht)	Year 2025	Year 2024	Increase (Decrease)	
			Amount	%
Company's Audit Fee				
• Yearly Audit Fee	1,350,000	1,320,000	30,000	2.27%
• 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	1,650,000	1,620,000	30,000	1.85%

(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 2025 and 2024 is as follows.

Description (Unit : Baht)	Year 2025	Year 2024	Increase (Decrease)	
			Amount	%
Subsidiary Company's Audit Fee				
• Yearly Audit Fee	310,000	300,000	10,000	3.33%
• Quarterly Reviewed Financial Statement (3 quarters)	60,000	60,000	-	-
Subsidiary Company's Other Services	-	-	-	-
Total	370,000	360,000	10,000	2.78%

(5) During the past year 2024, the Company and its subsidiary have engaged KPMG Phoomchai Tax Ltd. for consulting services related to transfer pricing between the Company and its subsidiary. KPMG Phoomchai Tax Ltd. is affiliated with KPMG Phoomchai Audit Ltd., the external auditor appointed for both entities. The total service fee for these consulting services amounts to Baht 1,200,000, covering three years from 2023 to 2025.

(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 2025, namely Ms. Chanlika Panya, certified public accountant registration no. 11872, 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 2025 for a total of Baht 1,650,000, or an increase from year 2024 of Baht 30,000 or 1.85 percent.

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. 395 (2/2025) dated February 17, 2025, the Board of Directors approved to propose to the Shareholders' Meeting to consider appointing Ms. Chanlika Panya, certified public accountant registration no. 11872, 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 2025, having the audit fee for year 2025 totaling Baht 1,650,000, or an increase from year 2024 of Baht 30,000 or 1.85 percent. 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 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

Page 1 of 3 Page(s)

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.**

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:

- Assoc.Prof.Dr. Somjai Phagaphasvivat : 65 Uesuk Village, Soi 15, Phatthanakan Road 56, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250
- Mr. Asanee Chantong: 15/2 Moo17 Garden home, Soi Panjit 4, Phahonyothin Road, Kukot Subdistrict, Lam Lukka District, Pathumthani 12130
- Mr. Jark Chulakiet: 3 Soi Pradiphat 3, Pradiphat Road, Phaya Thai Subdistrict, Phaya Thai District, Bangkok 10400

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 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.

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

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.

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 40th General Annual Meeting of Shareholders (year 2025), if the shareholder is unable to attend the meeting, he/she may also grant proxy to the independent director as listed. The Company has prepared the proper proxy forms for this purpose.

For the shareholder who wishes to grant proxy for another person to attend the meeting, please choose only one type of Proxy Form A or Form B. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents in advance to Company Secretary, Diamond Building Products Public Co., Ltd., 69-70 Moo 1, Mitrphap Road, Km. 115, Tambon Talingchan, Amphur Muang, Saraburi 18000 within Thursday, April 24, 2025. 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 24, 2025.

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



Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development

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

Made at

Date Month Year

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

(2) As a shareholder of Diamond Building Products Public Company Limited,
 holding a total number 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 40th Annual General Meeting of Shareholders (Year 2025) to be held on April 25, 2025 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 40th Annual General Meeting of Shareholders (Year 2025) to be held on April 25, 2025 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 39th Annual General Meeting of Shareholders (Year 2024)

(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 2024

(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, 2024
- (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 Company's Objectives and Memorandum of Association of the Company
- (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. Sunthorn Suwannajade**
 - Approve Disapprove Abstain
 - Director's Name: **Mr. Chatchai Teepsuwan**
 - Approve Disapprove Abstain
 - Director's Name: **Mr. Woodthikrai Soatthiyanon**
 - Approve Disapprove Abstain
 - Director's Name: **Mr. Thanit Pulivekin**
 - Approve Disapprove Abstain

(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 40th Annual General Meeting of Shareholders (Year 2025) to be held on April 25, 2025 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 ; or,

only one of above as my/our proxy to attend and vote in the 40th Annual General Meeting of Shareholders (Year 2025) to be held on April 25, 2025 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 39th Annual General Meeting of Shareholders (Year 2024)

(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 2024
 - (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, 2024
 - (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 Company’s Objectives and Memorandum of Association of the Company
 - (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. Sunthorn Suwannajade**

Approve votes Disapprove votes Abstain votes

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

Approve votes Disapprove votes Abstain votes

Director's Name: **Mr. Woodthikrai Soatthiyanon**

Approve votes Disapprove votes Abstain votes

Director's Name: **Mr. Thanit Pulivekin**

Approve votes Disapprove votes Abstain votes

(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 40th Annual General Meeting of Shareholders (Year 2025) to be held on April 25, 2025 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)



Assoc.Prof.Dr. Somjai Phagaphasvivat

Age 79 years / Nationality Thai

Position in the Company:

Independent Director and Corporate Governance Committee Chairman

Address: 65 Uesuk Village, Soi 15, Phatthanakan Road 56, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250

Education:

- Doctorado de Estado, Facultad de Ciencia Politica, Universidad Complutense de Madrid, Spain
- Diplome d'Etudes Superieures, (Economic Integration), Universite de Nancy, France
- Licenciatura, Facultad de Ciencia Politica Economica, 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 companies 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 Corporations Plc. (Previous named as 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 at 1 company as follows:

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

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2024 : 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. Asanee Chantong

Age 72 years / Nationality Thai

Position in the Company:

Independent Director, PTI Chairman and NRC Chairman

Address: 15/2 Moo17 Garden home, Soi Panjit 4,
Phahonyothin Road, Kukot, Lamlukka,
Pathumthani 12130

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:

- 2024 - present Independent Director and NRC Chairman, Diamond Building Products Plc.
- 2018 - present PTI 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 at 1 company as follows:

- 2007 - 2024 Director, Diamond Building Products Plc.

Other Information:

- (1) Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- (2) Shareholding in the Company as of December 31, 2024: 1,048,000 shares or 0.12%
- (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. Jark Chulakiet

Age 47 years / Nationality Thai

Position in the Company:

Independent Director and Audit Committee Member

Address: 3 Soi Pradiphat 3, Pradiphat Road,
Phaya Thai Subdistrict, Phaya Thai District,
Bangkok 10400

Education:

- Bachelor of Arts, Interior Design, Rangsit University
- Master of Fine Arts, Academy of Art University

Expertise: Architecture and Interior Design

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

- (1) Director Accreditation Program (DAP 163/2019)
- (2) Advanced Audit Committee Program (AAP 36/2020)
- (3) Board Nomination and Compensation Program (BNCP 20/2024)

Work Experience:

(1) Currently holding Directorship and Executive positions in 2 listed company as follows:

- 2024 - present Independent Director and Audit Committee Member, Diamond Building Products Plc.
- 2020 - Present Company Director, Member of the Audit Committee, Independent Director and Chairman of the Nomination and Remuneration Committee, Sun Vending Technology Plc.

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

- 2005 - present Managing Director, Define Studio Co., Ltd.

(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, 2024 : 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 2024

If the shareholder wishes to receive a hard copy of the Form 56-1 One Report 2024, please kindly provide the name and address below for the delivery of the Form 56-1 One Report 2024.

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 2024 to the shareholder at the earliest convenience.

SUBMISSION OF INQUIRIES RELATING TO THE AGENDA IN THE 40TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2025)

Shareholders can submit their inquiries relating the agenda in the 40th Annual General Meeting of Shareholders (Year 2025) 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 40th Annual General Meeting of Shareholders (Year 2025), from March 24, 2025 until April 18, 2025.

Accordingly, the Shareholder may submit the inquiry from March 24, 2025 through April 18, 2025. The Company will consider answering inquiries submitted at the time of the 40th Annual General Meeting of Shareholders (Year 2025), through E-mail, facsimile, or any other communication channels as deemed appropriate.

FORM OF INQUIRIES

FOR THE AGENDA OF THE 40TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2025)

(1) Shareholder's Information

Name:

Address:

Telephone No. : Fax No.:

E-mail Address :

(2) Inquiries on the agenda in the 40th Annual General Meeting of Shareholders (Year 2025)

Agenda 1 : To Adopt and Approve the Minutes of the 39th Annual General Meeting of Shareholders (Year 2024)

Inquiries :
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Agenda 2 : To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2024

Inquiries :
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Agenda 3 : To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2024

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 Company’s Objectives and Memorandum of Association of the Company

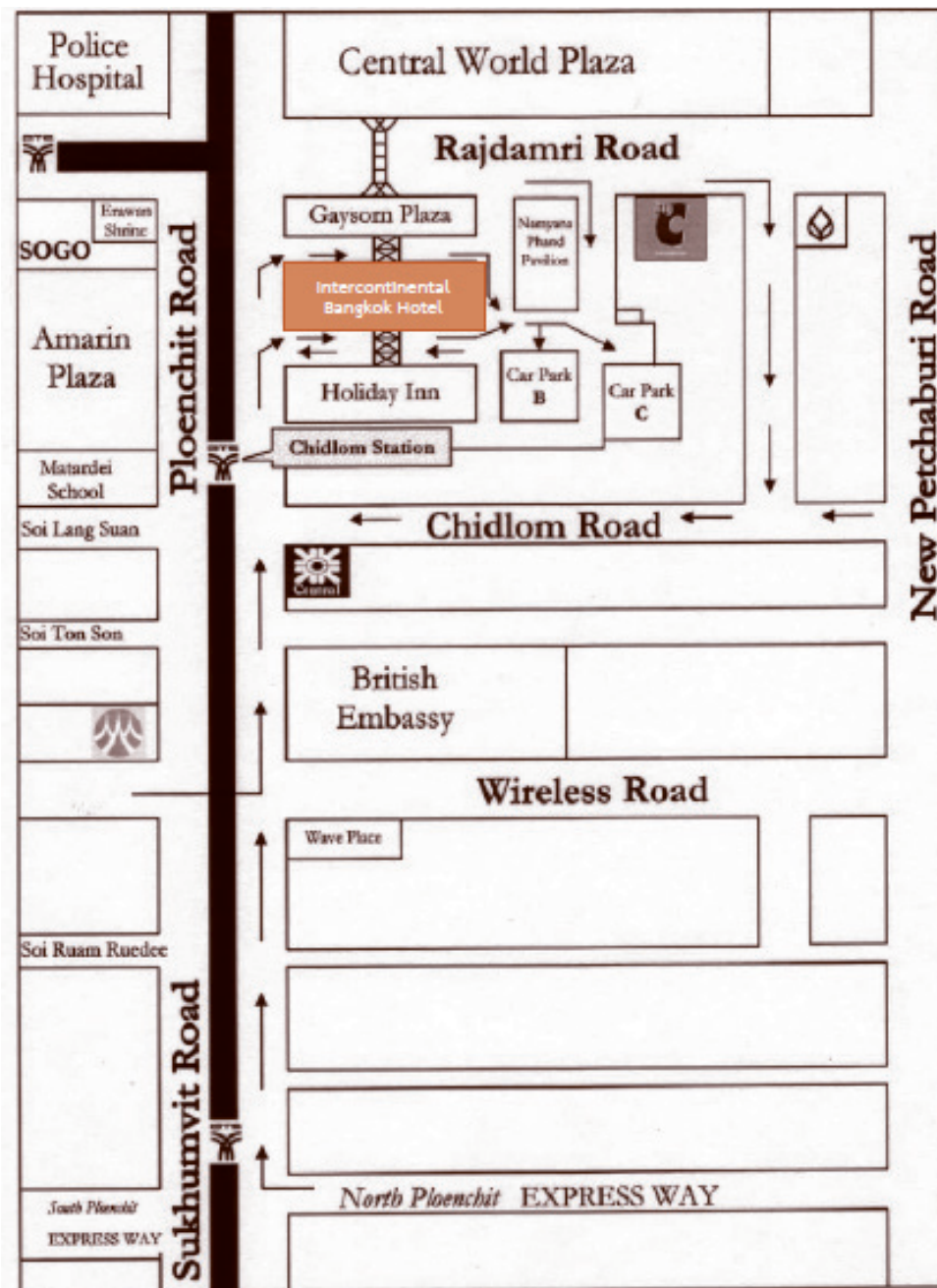
Inquiries :
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Agenda 9 : Other Matters (if any)

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 2 :

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

☎ : 0 – 4339 – 3350, 0 – 4339 – 3390 – 1

Branch Office 1 :

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

☎ : 0 – 2619 – 0742 – 4

🏠 : 0 – 2619 – 0488

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