



กระเบื้อง
ตราเพชร
DIAMOND ROOFING TILES

Invitation to the 24th Annual General Meeting of Shareholders (Year 2009)

Diamond Roofing Tiles Public Company Limited

Friday, April 17, 2009 at 10.00 Hrs

At the Meeting Room 1, Queen Sirikit National Convention Center
60 New Rachadapisek Road, Klongtoey, Bangkok

Ref. DRT. 083/2009

April 2, 2009

Subject: Invitation to the 24th Annual General Meeting of Shareholders (Year 2009)

Attention: Shareholder

Enclosed: 1. Annual Report Year 2008 (CD format)
2. Minutes of the Annual General Meeting of Shareholders No.1/2008
3. Documents for Meeting Agenda No. 1-7, 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 24th Annual General Meeting of Shareholders (Year 2009) to be held on Friday, April 17, 2009 at 10:00 hours, at Meeting Room 1, Queen Sirikit Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok, according to the following meeting agenda :-

Agenda 1: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2008

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the minutes of the Extraordinary Meeting of Shareholders No. 1/2008, according to details in the document attached herewith.

Agenda 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2008

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for acknowledgement of the operating results for the year 2008, according to details in the document attached herewith.

Agenda 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2008

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, 2008, according to details in the document attached herewith.

Agenda 4: Approval of the Appropriation of Earnings

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the following appropriation of earnings:

- (1) Approve appropriation of earnings as legal reserve of Baht 17,000,000 (Seventeen million baht) and,
- (2) Approve for treasury shares reserve of Baht 27,938,661.56 (Twenty-seven million, nine hundred thirty-eight thousand, six hundred and sixty-one baht and fifty-six satang), and
- (3) Approve payment of dividend to shareholders of Baht 0.25 per share, in which the interim dividend payment of Baht 0.15 per share has already been approved on September 19, 2008, therefore leaving a remaining Baht 0.10 per share to be paid as per details in the documents attached herewith.

Agenda 5: Appointment of Directors Retired by Rotation

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the re-appointment of two directors retired by rotation, namely, Mr. Chaiyut Srivikorn, and Mr. Asanee Chantong and the nomination of Mr. Sakda Maneeratchatchai as a Director, Independent Director and Audit Committee Member in place of Mr. Suvit Nardwangmuang whom informed that he would not take up every position after the end of term, as recommended by the Nomination and Remuneration Committee, according to details in the document attached herewith.

Agenda 6: Consideration for the Remuneration of the Directors

Board of Directors' Opinion: The Board of Directors will propose for consideration and approval of the remunerations for the Directors for year 2009 which will be at the same rate of remuneration as for year 2008, according to details in the document attached herewith.

Agenda 7: Appointment of the Auditor and Determination of Audit Fee

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of Mr. Montri Panichkul, certified public accountant no. 3461 or Mrs. Natcharee Boonyakarnkul, certified public accountant no. 3126 or Mrs. Vipawee Boonprasert, certified public accountant no. 3096 of Deloit Touche Tomatsu Chaiyos Auditors Co. Ltd., which is a new auditor, to be the auditor for the year 2009 with the yearly audit fee of Baht 550,000 and the quarterly audit fee of Baht 100,000 for each of the three quarters for a total fee of Baht 850,000, as recommended by the Audit Committee, according to details in the documents attached herewith.

Agenda 8: Other matters (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between November 1, 2008 through December 31, 2008. However, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for a new director. Therefore, there is no additional meeting agenda proposed by the shareholder for this year.

The Company has determined the name list of shareholders with rights to attend the 24th Annual General Meeting of Shareholders (Year 2009) and rights to receive dividends on the Record Date of Monday, March 9, 2009, and compiled the name list of shareholders according to Clause 225 of the Securities and Exchange Act by closing the share registry book, suspending transfer of shares on Tuesday, March 10, 2009.

The Shareholders are cordially invited to attend the Meeting at the above mentioned date, time and venue, by adhering to the Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, as attached herewith.

By the Mandate of the Board of Directors

On behalf of Diamond Roofing Tiles Public Company Limited



(Mr. Asanee Chantong)

Managing Director

AGENDA 1

APPROVAL OF THE MINUTES OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS NO.1/2008

Background

The Company convened the Extraordinary Meeting of Shareholders No.1/2008 on Tuesday, June 17, 2008 during 10:30 hrs. to 12:20 hrs. at the Pinnacle Rooms 4-6, 4th Floor of the Intercontinental Bangkok Hotel, 971, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok, according to the attached minutes of the meeting that has been disseminated on the Company's website (www.diamondtile.com) and forwarded to every shareholder in advance in the CD-ROM format along with this meeting invitation.

Board of Directors' Opinion

The Board of Directors has considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the Board of Directors proposes that the said minutes of the Extraordinary Meeting of Shareholders No.1/2008 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 the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.

**MINUTES OF THE EXTRAORDINARY MEETING OF SHAREHOLDERS NO. 1/2008
 OF
 DIAMOND ROOFING TILES PUBLIC COMPANY LIMITED**

The Meeting was held on Tuesday, June 17, 2008 at 10.30 a.m. at the Pinnacle Room 4-6, 4th Floor, the Intercontinental Bangkok Hotel, 971, 973, Ploenchit Road, Lumpini, Pathumwan, Bangkok.

Mr. Prakrit Pradipasen was the Chairman of the Meeting. The Chairman announced that there were a total of 99 shareholders who attended the Meeting in person or by proxy, accounting for 806,857,471 shares, or 80.69 percent of the total number of shares. A quorum was therefore constituted in accordance with the Company's requirement. There were 9 directors of the Company present at the Meeting (the Company has 9 directors), as follows.

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|-----------------------------|--|
| 1. Mr. Prakrit Pradipasen | Chairman of the Board |
| 2. Mr. Chaityut Srivikorn | Director / Nomination and Remuneration Committee Chairman |
| 3. Mr. Phaithoon Kijamrej | Director / Nomination and Remuneration Committee Member |
| 4. Mr. James Patrick Rooney | Director |
| 5. Mr. Somboon Phuvoravan | Independent Director / Audit Committee Chairman |
| 6. Mr. Suvit Nardwangmuang | Independent Director / Audit Committee Member/ Nomination and Remuneration Committee Member |
| 7. Mr. Anun Louharanoo | Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member |
| 8. Mr. Asanee Chantong | Director / Management Committee Chairman / Managing Director |
| 9. Mr. Satid Sudbuntad | Director / Management Committee Member / Deputy Managing Director Sales and Marketing |

The Company's executives present:

- | | |
|-------------------------------|--|
| 1. Mr. Suwit Kaewamphunsawat | Assistant Managing Director Sales and Marketing |
| 2. Ms. Thanakarn Phanthapirat | Assistant Managing Director Accounting and Finance and Company Secretary |

Other attendees:

1. Financial Advisor: Ms. Jirayong Anuman-Rajadhon, Shareholder Director of JayDee Partners Limited
2. Legal Advisor: Ms. Manunya Thitinuntawan, Allen & Overy (Thailand) Co., Ltd.

In order to conduct this Meeting in an accurate and complete manner and to ensure that all the legal requirements are met, the Chairman assigned Ms. Sarochin Ubolert (Marketing Manager) to explain the voting and vote counting procedures for the consideration of each agenda item before proceeding to the Meeting agendas as follows.

1. In voting on each agenda item, if any shareholder wishes to cast a vote of disapproval or abstention, the shareholder must cast such a vote on the ballot paper distributed by the Company before the Meeting. Once you have voted, please return the ballot paper to the Company's staff to be kept as evidence in accordance with rules of the Office of the SEC. If any shareholder does not return his/her ballot paper, the Company will deem that such shareholder agrees with the resolution proposed for that agenda item.
2. With regards to the vote, 1 share equals 1 vote and in calculating the result of the vote the Company will deduct the votes of disapproval and abstention from the total number of votes of those present at the Meeting. The result will be deemed by the Company to be the votes of approval.
3. For shareholders who grant proxy to other persons to attend the Meeting on their behalf or to a member of the Audit Committee to vote as instructed by the proxy grantor, the Company has already recorded the votes in the Company's vote counting system.

Then, the Chairman declared the Meeting duly convened and commenced the Meeting in each agenda item as follows.

AGENDA 1: TO CONSIDER THE MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2008)

The Chairman proposed that the Meeting consider and approve the Minutes of the 23rd Annual General Meeting of Shareholders (Year 2008), which was held on April 4, 2008, as detailed in the copy of the Minutes sent to every shareholder with the notice to this Meeting and published on the Company's web site (www.diamondtile.com) in advance. After consideration, the Company's Board of Directors concluded that the Minutes was accurately recorded in accordance with the meeting's resolutions.

The Chairman allowed the shareholders to ask questions and when no-one asked any question the Chairman asked the Meeting to consider and approve the Minutes of the meeting as proposed above.

Resolved: After consideration, the Meeting resolved to approve the Minutes of the 23rd Annual General Meeting of Shareholders (Year 2008), held on April 4, 2008, with a unanimous vote, as follows.

Approved	806,857,471	votes	or	100.00%
Disapproved	-	votes	or	0.00%
Abstained	-	votes	or	0.00%

Of the total 806,857,471 votes of those present at the Meeting and eligible to vote.

AGENDA 2: TO CONSIDER AND APPROVE THE ISSUANCE OF 49,650,000 WARRANTS TO DIRECTORS AND/OR EMPLOYEES UNDER EMPLOYEES STOCK OPTION SCHEME (ESOP SCHEME)

Background

The Chairman explained to the Meeting that the Company wishes to issue warrants to the directors and/or employees as a reward for their performance and to give them motivation to work for the Company. In addition, it would instill in the employees a sense of ownership of the organization and allow them to be part of the success and growth of the Company.

The Notification of the Office of the SEC No. GorJor. 36/2544, Re: Offering Newly Issued Securities to Directors or Employees requires that the Company that wishes to issue such warrants submit an application for authorization to the Office of the SEC after the Company has obtained an approval from the Shareholders' Meeting to issue warrants to the directors and/or employees.

Board of Directors' Opinion

The Company's Board of Director has considered this matter and deems it appropriate to propose to the shareholders' meeting to consider and approve the issuance of 49,650,000 warrants to the directors and/or employees under the ESOP Scheme, as detailed in the preliminary details of the Scheme, attached to the notice of this Meeting dispatched to all shareholders prior to this Meeting.

The Chairman asked Ms. Jirayong Anuman-Rajadhon, Shareholder Director of JayDee Partners Limited, to explain to the shareholders the information regarding the issuance of the warrants to the directors and/or shareholders.

Ms. Jirayong Anuman-Rajadhon, the financial advisor, explained about the reason for holding this extraordinary meeting of shareholders, which is to consider the issuance and offer of warrants to the directors and/or employees under the Employee Stock Option or ESOP Scheme. Firstly, the financial advisor reported to the Meeting the Company's operating results and the performance for the 1st quarter of 2008.

The financial advisor summarized the preliminary details of the ESOP Scheme, which are consistent with the details of the ESOP Scheme sent to shareholders with the notice to this Meeting.

After the financial advisor's explanation, the shareholders asked the following questions.

Shareholder

Mr. Supot Uachailertkul, a minority shareholder, personally present at the Meeting, expressed his opinion that he agreed with the issuance of warrants on this occasion because it would boost the morale of employees and allow employees' participation. He asked the details regarding the allocation to the

Company's employees such as the position and the number of employees who would be allocated the warrants on this occasion.

Director Mr. Asanee Chantong, Managing Director, explained that the Company plans to allocate warrants to approximately 17 employees who are departmental-level managers and approximately 14 employees who are divisional-level managers.

Shareholder Mr. Supot Uachailertkul, a minority shareholder, asked whether the Company has considered allocating warrants to operational level employees in lower positions.

Chairman The Chairman explained that the Company has considered that question and concluded that, apart from the demand of the Company's employees, the Company also had to consider the employees' ability to purchase shares. However, the Company takes good care of its employees and has always met their satisfaction.

Shareholder Mr. Supot Uachailertkul, a minority shareholder, recommended that the Company fix the exercise price using the market value without a 10% discount.

Chairman The Chairman explained that the reasons for the issuance of ESOP warrants are to motivate and reward the directors, executives and employees of the Company. The issuance of warrants would create an incentive among the directors, executives and employees of the Company to work hard and stay with the Company for a long time and, to reward them for their contribution for the Company's improved performance since year 2005 up until the present, the Company decided to give the Company's employees such discount in order to boost their morale.

Shareholder Mr. Kajorn Lertsakulpanich, a minority shareholder, personally present at the Meeting, asked a number of questions which can be summarized as follows.

1. What is the Company's plan regarding the directions and goals of the Company in the next 5 years?
2. What are the details regarding the qualifications of the directors and employees who are eligible for the allocation of warrants under clause 2.5 (c), which provides that the Nomination and Remuneration Committee has the discretion to allocate warrants in special circumstances and what are the conditions regarding the adjustment of rights?
3. What is the reason for allocating warrants to independent directors?
4. Will the Company issue ESOP warrants in the next 5 years?

Advisor Ms. Jirayong Anuman-Rajadhon, the financial advisor, explained about the conditions for the adjustment of rights that the conditions for the adjustment of rights have been set for the case where there is a change in the Company's capital, in which case the exercise price will also be changed. For instance, if the par value of the share changes, the exercise price will be re-calculated in accordance with the change in the par value in accordance with the rules of the Office of the SEC.

Chairman The Chairman answered the question relating to independent directors that the Company considers that the independent directors are representatives of all shareholders. Independent directors also contribute to the improvement of the Company's performance through their participation in deciding on what was right and wrong, in which they express their opinion independently.

As regards the Company's directions in the next 5 years, this cannot be clearly specified. However, if one considers the Company's performance in the past 5 years, it will be seen that the Company has expanded its production capacity and launched new products every year. The central policy of the Company's Board of Directors is to provide the highest return possible to shareholders under the sufficiency economy policy. The Company has always adhered to that policy by expanding to new products only when the Company has the capacity to do so, for instance, the expansion of production of construction materials, especially roofing tiles and wood plank. However, for matters which are beyond the Company's ability, such as the setting-up of a cement production company, the Company will not do.

As for the machinery, it is the Company's policy to maintain the machinery in a modern state and to spend not less than the yearly depreciation cost of the machinery each year on improving the machinery

to ensure the effective management of the Company. This policy will continue to ensure the Company's long-term growth.

Regarding the Company's goals and growth, the Company has not fixed how much it aims to grow. Therefore, this question cannot be answered. However, as for the annual budget, the Company prepares it from the bottom up, with the Management Department and the Company's employees brainstorming as to how much the Company can grow in each year. Then, the idea is proposed to the Board for consideration.

Director Mr. Chaikut Srivikorn, Director and Chairman of the Nomination and Remuneration Committee, explained further that, as for the qualifications of the directors and employees eligible for the allocation of warrants under clause 2.5 (c), this is a matter of management and it is stated in general terms to allow for flexibility in the allocation and to leave it open for other cases. The Nomination and Remuneration Committee will consider carefully the allocation under the criteria specified in this clause.

Chairman The Chairman added that due to the fact that in the future there may be changes in the positions of directors, executives and shareholders, the question as to whether ESOP warrants will be issued in the next 5 years cannot be answered. However, if ESOP warrants are to be issued, the matter will have to be proposed to the shareholders' meeting for approval.

Shareholder Mr. Sathaporn Pungnirun, a minority shareholder, personally present at the Meeting, expressed his view that the 10% discounted price should be changed to the weighted average exercise price of 7 consecutive days before the 15th day of the date designated for each exercise instead. In addition, he asked about the persons who have an interest in the approval of the ESOP scheme and the income tax related to the issuance of ESOP.

Advisor Ms. Jirayong Anuman-Rajadhon, the financial advisor, showed the names of shareholders with an interest in the approval of this ESOP issuance and therefore are not entitled to vote on this agenda item, as follows.

Order	First Name – Last Name	Number of Shares	Shareholding Proportion (%)
1.	Mr. Prakrit Pradipasen	18,669,500	1.87
2.	Mr. Somboon Phuvoravan	5,500,000	0.55
3.	Mr. Satid Sudbuntad	3,000,000	0.30
4.	Mr. Suwit Kaewamphunsawat	2,050,000	0.21
5.	Mr. James Patrick Rooney	2,000,100	0.20
6.	Mr. Phaithoon Kijsamrej	1,300,100	0.13
7.	Ms. Thanakarn Phanthapirat	1,270,000	0.13
8.	Mr. Suvit Nardwangmuang	1,000,000	0.10
9.	Mr. Chaikut Srivikorn	750,100	0.08
10.	Mr. Kamol Pholphuang	5,000	0.00
11.	Mr. Noppadol Aimsang	5,000	0.00
12.	Ms. Nipaphat Nimniam	60,000	0.01
13.	Mr. Pongsatorn Khemapunmanus	125,000	0.01
14.	Mr. Ruekrit Siriwate	30,000	0.00
15.	Mr. Songkran Suwanmak	5,000	0.00
16.	Mr. Somkuan Sittichoketum	600,000	0.06
17.	Mr. Supoj Suwanmune	934,500	0.09
18.	Mr. Suhus Pinijrokadoon	5,000	0.00
19.	Mr. Charit Surarit	167,500	0.02

As for the personal income tax which the persons issued with the ESOP warrants must pay, the financial advisor informed the Meeting that the burden of the personal income tax will arise each time the option is exercised. For instance, when the warrants are received, no income tax will arise but if the holders wish to exercise such right and pay for the shares, a comparison will be made between the market value and the exercise price. If the market value is higher, the difference will be used to calculate the income tax.

As for the reason why the Company fixed the exercise price at the weighted average price of 7 consecutive days after the shareholders' meeting of the Company has approved the issuance and offer of the warrants, this is because according to the study conducted by the Company, which compared the ESOP schemes of other listed companies, the majority of them fixed the exercised price using the following 3 methods: (1) exercise price before the meeting of the Board; (2) exercise price on the date of the shareholders' meeting; and (3) exercise price after the shareholders' meeting. The Remuneration Committee has considered such options and concluded that, for the sake of clarity, to ensure fairness and prevent pricing risks, the price which is linked to the price after the date of the shareholders' meeting was chosen. In addition, the reason why the price was not made to be flexible was because it would complicate the calculation of the exercise price and create different exercise prices each time, which would make it difficult to explain what exactly is the ESOP price given to employees. Therefore, to make the exercise price clear, the exercise price has been fixed using the above method.

The Chairman allowed the shareholders the opportunity to ask questions until the shareholders understood and when no-one else had any question, the Chairman asked the Meeting to consider and approve the issuance of 49,650,000 warrants to the directors and/or employees of the Company under the ESOP scheme proposed above. Note that, all directors and employees of the Company who are the Company's shareholders are not eligible to vote on this agenda item because they have an interest in the matter.

Myriad Materials Co., Ltd., the Company's major shareholder, also does not vote to approve this agenda item, in the interest of transparency.

Resolved: After due consideration, the Meeting resolved to approve the issuance of 49,650,000 warrants to the directors and/or employees of the Company under the ESOP scheme proposed above with the vote of at least three fourths (3/4) of the total votes of the shareholders present at the Meeting and eligible to vote. There are no shareholders amounting to more than 10% of the number of votes of the shareholders present and eligible to vote who opposed the issuance of the warrants on this occasion. The votes cast are as follows.

Approved	32,830,425	votes	or	90.13%
Disapproved	3,452,000	votes	or	9.48%
Abstained	142,800	votes	or	0.39%

Of the total 36,425,225 votes of those present at the Meeting and eligible to vote.

AGENDA 3: TO CONSIDER AND APPROVE THE INCREASE OF THE REGISTERED CAPITAL AND THE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION, CLAUSE 4, OF THE COMPANY TO BE CONSISTENT WITH THE REGISTERED CAPITAL INCREASE

Background

The Chairman explained to the Meeting that the Company wishes to issue additional 49,650,000 shares to be reserved for the exercise of the rights under the warrants to be issued and allocated by the Company to the directors and/or employees, as detailed in the report on the capital increase attached to the notice to this Meeting sent to all shareholders prior to this Meeting.

Board of Directors' Opinion

The Company's Board of Directors has considered the matter and deems it appropriate to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the Company in the amount of Baht 49,650,000 from the existing registered capital of Baht 1,000,000,000, resulting in the new registered capital of Baht 1,049,650,000, which is divided into 1,049,650,000 ordinary shares.

The 49,650,000 newly issued shares have a par value of Baht 1 each. It is also proposed that the Memorandum of Association of the Company be changed to render it consistent with the increase of the registered capital, as follows.

Previous Statements:

Article No. 4	Registered Capital:	1,000,000,000	Baht	(One billion Baht)
	Divided into:	1,000,000,000	Shares	(One billion shares)
	Value per Share:	1.00	Baht	(One Baht)
	Separated into:			
	Ordinary Shares:	1,000,000,000	Shares	(One billion shares)
	Preference Shares:	-	Share	(-)

Amended Statements:

Article No. 4	Registered Capital:	1,049,650,000	Baht	(One billion forty nine million six hundred and fifty thousand Baht)
	Divided into:	1,049,650,000	Shares	(One billion forty nine million six hundred and fifty thousand shares)
	Value per Share:	1.00	Baht	(One Baht)
	Separated into:			
	Ordinary Shares:	1,049,650,000	Shares	(One billion forty nine million six hundred and fifty thousand shares)
	Preference Shares:	-	Share	(-)

The Chairman allowed shareholders to ask questions and when no-one else had any question, the Chairman asked the Meeting to consider and approve the increase of the registered capital and the amendment of the Company's Memorandum of Association, Clause 4, to render it consistent with the proposed increase of the registered capital.

Resolved: After due consideration, the Meeting resolved to approve the increase of the registered capital and the amendment of the Company's Memorandum of Association, Clause 4, to render it consistent with the increase of the registered capital as detailed above, with the votes of not less than three fourths (3/4) of the total votes of shareholders present at the Meeting and eligible to vote. The details are as follows.

Approved	804,444,725	votes	or	99.66%
Disapproved	2,707,300	votes	or	0.34%
Abstained	-	votes	or	0.00%

Of the total 807,152,025 votes of those present at the Meeting and eligible to vote.

AGENDA 4: TO CONSIDER AND APPROVE THE ALLOCATION OF NEW ORDINARY SHARES

Background

The Chairman explained to the Meeting that as the Company will issue warrants to the directors and employees under the ESOP scheme, the Company will issue 49,650,000 newly issued ordinary shares at the par value of Baht 1 each, to accommodate for the exercise of the rights under the warrants.

Board of Directors' Opinion

The Company's Board of Directors has considered the matter and deems it appropriate to propose to the shareholders' meeting to consider and approve the allocation of 49,650,000 newly issued ordinary shares to accommodate for the exercise of the rights under the warrants which will be issued to the directors and/or employees under the ESOP scheme.

The Chairman allowed the shareholders to ask questions and when no-one asked a question the Chairman asked the Meeting to consider and approve the allocation of newly issued ordinary shares.

Resolved: After due consideration, the Meeting resolved to approve the allocation of 49,650,000 newly issued ordinary shares as detailed above with the majority votes of the shareholders present at the Meeting and eligible to vote. The details of which are as follows.

Approved	804,444,725	votes	or	99.66%
Disapproved	2,707,300	votes	or	0.34%
Abstained	-	votes	or	0.00%

Of the total 807,152,025 votes of those present at the Meeting and eligible to vote.

AGENDA 5: To consider any other business (if any)

Shareholders asked further questions, which can be summarized as follows.

Shareholder Mr. Kajorn Lertsakulpanich, a minority shareholder, personally present at the Meeting, added that in this extraordinary meeting, all shareholders approved all such matters that the Company's Board of Directors proposed, as detailed above. He would like the directors, executives and employees of the Company to work as hard as they possibly can in the next 5 years for the growth and in the best interest of the Company.

Chairman The Chairman stated that all directors, executives and employees of the Company will work hard and use their best endeavours to achieve the highest benefit for the Company and the shareholders.

Then the Chairman asked if anyone else had any further question.

No-one had any further question.

The Chairman declared the Meeting duly closed and thanked all shareholders for sparing their time to attend the Meeting and expressed their useful opinions. The Company will give due consideration to such opinions for the future benefit of the Company.

The Meeting was closed at 12.20 p.m.



Mr. Prakrit Pradipasen

Chairman of the Meeting



Ms. Thanakarn Phanthapirat

Secretary to the Meeting

AGENDA 2

ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS FOR YEAR 2008

Background

The Report of the Board of Directors on the Operating Results of Year 2008 including other information and reports of the Company during 2008 have been reported in the Annual Report Year 2008 on page 82 under the section titled “Statement from the Chairman”, which have been disseminated on the Company’s website (www.diamondtile.com) and forwarded to every shareholder in advance in the CD-ROM format along with this meeting invitation.

Board of Directors’ Opinion

The Board of Directors’ opinion is that the Operating Results of Year 2008 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 the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.

AGENDA 3

APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2008

Background

Ms. Bongkot Umsageam, certified public accountant no. 3684, of KPMG Phoomchai Audit Limited, has audited and certified the Balance Sheets and Statements of Income for the year ended December 31, 2008, of which have been reported in the Annual Report Year 2008 on pages 136 to 156 under the section titled “Audit Report of Certified Public Accountant and Financial Statements”, including the analysis of the financial status and operation results of the Company for year 2008, which have been disseminated on the Company’s website (www.diamondtile.com) and forwarded to every shareholder in advance in the CD-ROM format along with this meeting invitation. Accordingly, the Audit Committee has reviewed and supervised the said financial statements to comply with accepted 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 Annual Report Year 2008 on page 84.

Board of Directors’ Opinion

The Board of Directors has considered that the said financial statements of year 2008 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, 2008 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 the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.

AGENDA 4

APPROVAL FOR THE APPROPRIATION OF EARNINGS

Background

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 the reserve reaches 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 10 percent.”

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 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. 202 (2/2009) dated February 17, 2009 has considered the appropriation of earnings and approved to propose to the Shareholders’ Meeting for consideration and approval as follows:

(1) Approve appropriation of earnings as legal reserve of Baht 17,000,000 (Seventeen million baht), and

(2) Approve for treasury shares reserve of Baht 27,938,661.56 (Twenty-seven million, nine hundred thirty-eight thousand, six hundred and sixty-one baht and fifty-six satang), and

(3) Approve payment of dividend to shareholders at Baht 0.25 per share or equal to 86 percent of total profit per share, whereas details and records of dividend payments and establishment of provisions and reserves for 3-year cycle period are as follows:

Payment of Dividends and Reserves Set Aside (Unit: million baht)	2008	2007	2006
Par Value per Share	1.00	1.00	5.00
Number of Paid Up Shares (million shares)	1,000	1,000	200
Number of Treasury Shares as of end of year (million shares)	(19.41)*	-	-
Net Profit per Share (calculated from remaining shares as of end of year)	0.29	0.39	1.57
Dividend per Share (Baht per Share)	0.25	0.30	1.10
Dividend Payout Ratio %	86%	77%	70%
Retained Earnings (Loss) from Previous Year	185.21	111.83	33.79
<u>plus</u> Net Profit (Loss) for the year	284.82	393.38	314.04
<u>less</u> Legal Reserve	17.00	20.00	16.00
Treasury Shares Reserve	27.94	-	-
Payment of Interim Dividend 1/25xx	150.00	120.00	100.00
Payment of Dividend 2/25xx	98.06**	180.00	120.00
Retained Earnings (Loss) Carried Forward	177.03	185.21	111.83

* As of 2008, there has been a change in Company’s registered capital as follows:

- 1) According to the Extraordinary Meeting of Shareholders No. 1/2008 held on June 17, 2008, which resolved to approve the issuance of 49.65 million warrants to directors and employees under Employee Stock Option Scheme. In addition, it was approved the increase the registered capital of another Baht 49.65 million from existing registered capital of Baht 1 billion to new registered capital of Baht 1,049.65 million, all of which are ordinary shares at a par value of Baht 1 each and has amended Clause No. 4 of the Memorandum of Association on July 1, 2008.

2) According to the Board of Directors' Meeting No. 198 dated October 20, 2008, it resolved to approve the share repurchase (Treasury Stock) program for financial management purpose at amount not exceeding Baht 75 million and number of shares to be repurchased not exceeding 5% of total issued and paid-up shares or approximately 50 million shares. As at year end 2008, the Company has repurchased a total of 19.41 million shares for the sum of baht 27.94 million or an average of baht 1.44 per share. This has increased the earnings per share as at year end 2008 by 1.98%.

** As can be seen from the Table above, for Year 2008, the projected dividend payment No. 2/2008 was calculated from the issued and paid up shares as of the end of year 2008, however the actual number of shares that with rights to receive the dividend will be calculated from the issued and paid-up ordinary shares remaining as at the Record Date of March 9, 2009.

Dividend Payout As Compared to Net Profit Year 2008

The Shareholders will receive dividend appropriate from the net profit of year 2008 at Baht 0.25 per share or 86 percent dividend payout ratio, which is concurrent with the Company's dividend payment policy. The Board of Directors had already approved the payment of interim dividend No. 1/2008 on September 19, 2008 at Baht 0.15 per share. Therefore, there remains a dividend of Baht 0.10 per share for the dividend payment no. 2/2008, which is expected to be paid on April 29, 2009. The Shareholders who will be eligible to receive this dividend payment must have their names appear on the share registry book on the Record Date of March 9, 2009. Accordingly, the eligibility for the dividend payment no. 2/2008 must be approved during the 24th Annual General Meeting of Shareholders (Year 2009) before the Company can proceed further with the said dividend payment.

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 25 percent).

Voting Procedure

The resolution for this meeting agenda 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.

AGENDA 5

APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

Background

According to Article No. 21 of the Company's Articles of Association, corresponding to Paragraph 2, Section 71 of the Public Limited Company Act. 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 2009 is considered the fifth meeting since the Company's listing as a public limited company and the following three directors who shall be retired by rotation are: (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong and (3) Mr. Suvit Nardwangmuang, who has informed that he would not take up every position after the end of his office term (Director, Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member).

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 Nomination and Remuneration Committee (NRC) during the Meeting 1/2009 held on January 15, 2009 and Meeting No. 2/2009 held on February 25, 2009. The Committee has carefully considered the qualifications in several aspects and approved to propose the following three individuals for the directorship positions to replace the Directors retired by rotation; namely, (1) Mr. Chaiyut Srivikorn (2) Mr. Asanee Chantong (3) Mr. Sakda Maneeratchatchai for the following reasons:

(1) The three individuals are all experienced and capable professionals with expertise in many fields which will benefit the Company's business operation in the future.

(2) All of the three 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) As for Mr. Chaiyut Srivikorn and Mr. Asanee Chantong, both have been proposed for the re-appointment for another term of directorship, have regularly performed their duties and attended every Board of Directors' Meeting during the past year for a total of 13 meetings, except that Mr. Chaiyut Srivikorn was absent from one meeting due to overseas business obligation.

(4) As for Mr. Sakda Maneeratchatchai, who has been proposed to return for the Director, Independent Director and Audit Committee Member positions in replacement of Mr. Suvit Nardwangmuang, was the former Director and Managing Director of the Company until December 31, 2006 and was previously the advisor to the Management Committee and Managing Director from January 1, 2007 to December 31, 2008. During his management tenure, he lead the Company well, ensured profit and continued stability for the Company. He possesses qualifications and working experiences which are beneficial to the Company's business operation and has passed the qualifications and criteria according to the regulations established by the Securities and Exchange Commission (SEC) according to the Letter No. Jor.77/2552 dated March 3, 2009.

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.diamondtile.com) from November 1, 2008 to December 31, 2008. However, there was no proposal made by the shareholder for the meeting agenda item or the appointment of new director.

Board of Directors' Opinion

At the Board of Directors' meeting No. 202 (2/2009) held February 17, 2009 and meeting No. 203 (3/2009) held March 30, 2009, it was considered and approved to propose to the Shareholders' Meeting for consideration and approval for the appointment of the following three individuals for the directorship positions, replacing the Directors retired by rotation:

- | | |
|------------------------------------|---|
| (1) Mr. Chaiyut Srivikorn: | Proposed for re-appointment as Director |
| (2) Mr. Asanee Chantong: | Proposed for re-appointment as Director |
| (3) Mr. Sakda Maneeratanachatchai: | Proposed for appointment as Director, Independent Director, Audit Committee Member in replacement of Mr. Suvit Nardwangmuang who has requested not to be re-appointed. This is in accordance with the selection and recommendation by the Nomination and Remuneration Committee as described above. |

Information Pertaining to the Directors

Information pertaining to the three 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.

CURRICULUM VITAE OF MR. CHAIYUT SRIVIKORN

Position in the Company: Director and Nomination and Remuneration Committee Chairman

Nationality: Thai

Age: 42 years

Education:

- Bachelor of Economics, New York University, USA
- Master of Public Administration, NIDA
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program Class 33/2005 (DAP 33/2005)
 - (2) Role of the compensation Committee (RCC7/2008)



Work Experience:

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

- 2003-present Director and Nomination and Remuneration Committee Chairman, Diamond Roofing Tiles PCL

(2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above) of 7 companies as follows:

- 2004-present Chairman, K M C Apparel Co., Ltd.
- 2002-present Director, Myriad Materials Co., Ltd.
- 1999-present Executive, TCH Suminoe Co., Ltd.
- 1999-present Chairman, Thai Outdoor Sport Co., Ltd.
- 1998-present President, Srivikorn Group Holdings Co., Ltd.
- 1996-present Chairman, Thai Tech Garment Manufacturing Co., Ltd.
- 1991-present President Hotel and Tower Co., Ltd.

Position in business which may create conflict of interest with the Company: Yes

- Director, Myriad Materials Co., Ltd. , type of business is holding company

Shareholding in the Company as of December 31, 2008: 750,100 shares or 0.08%

Period of Directorship with the Company: 6 years

Meeting Attendance Record:

- Board of Directors' Meeting in 2008: 12 out of 13 times
- Nomination and Remuneration Committee's Meeting in 2008: 6 out of 6 times

CURRICULUM VITAE OF MR. ASANEE CHANTONG

Position in the Company: Director, Management Committee Chairman and Managing Director

Nationality: Thai

Age: 56 years

Education:

- Bachelor of Science (Chemistry), Chiangmai University
- Master of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program Class 63/2007 (DAP 63/2007)



Work Experience:

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

- 2007-present Director, Management Committee Chairman and Managing Director, Diamond Roofing Tiles PCL

(2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above): -None-

(3) Work Experience during the Past 5 Years:

- 2004-2006 Managing Director, S.K.I. Ceramics Co.,Ltd.
- 2000-2004 Joint Managing Director , Kohler (Thailand) PLC.

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

Shareholding in the Company as of December 31, 2008: -None-

Period of Directorship with the Company: 2 years

Meeting Attendance Record:

- Board of Directors' Meeting in 2008: 13 out of 13 times
- Nomination and Remuneration Committee's Meeting in 2008: 6 out of 6 times
- Management Committees' Meeting in 2008: 36 out of 36 times

CURRICULUM VITAE OF MR. SAKDA MANEERATCHATCHAI

Position in the Company: - Non -

Nationality: Thai

Age: 65 years

Education:

- Bachelor of Electrical Engineering, FE ATI University, Philippines
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program Class 32/2005 (DAP 32/2005)
 - (2) Audit Committee Program Class 4/2005 (ACP 4/2005)



Work Experience:

- (1) Currently holding Directorship / Executive positions in listed companies as follows: -None-
- (2) Currently holding Directorship / Executive positions in other businesses (non-listed companies as (1) above): -None-
- (3) Work Experience during the Past 5 Years:
 - 2007-2008 Advisor, Diamond Roofing Tiles PCL
 - 1999-2006 Director and Managing Director, Diamond Roofing Tiles PCL

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

Shareholding in the Company as of December 31, 2008: 5,600,000 shares or 0.56%

Period of Directorship with the Company: Being a former Director from 1999 – 2006 total 7 years

Meeting Attendance Record: - Board of Directors' Meeting in 2008: 13 out of 13 times
- Management Committee's Meeting in 2008: 36 out of 36 times

Other Information:

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

- (1) Being a former Director and Managing Director of the Company until December 31, 2006 and was previously the advisor to the Management Committee and Managing Director from January 1, 2007 until December 31, 2008.
- (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, holding company, subsidiary company, associated company or corporate with possible conflict, which shall be inclusive of the shares held by related persons of the particular Audit Committee Member.

(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, holding company, subsidiary company, associated company, subsidiary company of the same level or corporate with possible conflict, except having been out of the above position for at least two years prior to the appointment.

(C) Not being a person who is related by blood or by law as a parent, spouse, sibling and child including a child's spouse, to 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, holding company, subsidiary company, associated company or corporate with possible conflict in a way which may prevent independent judgment, as well as not being or used to be the major shareholder, non-independent director or management member of the entity having business relationship with the Company, holding company, subsidiary company, associated company or corporate with possible conflict, except having been out of the above position for at least two years prior to the appointment.

The business relationship in the first clause 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, holding Company, subsidiary company, associated company or corporate with possible conflict and not being the major shareholder, non-independent director or management member or managing partner of the audit firm with staff being the auditor of the company, holding company, subsidiary company, associated company or corporate with possible conflict, 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, holding company, subsidiary company, associated company or corporate with possible conflict. Nevertheless, in the case of the professional service provider being a corporate, the consideration shall extend to the major shareholder, non-independent director, management member or managing 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) Having no other characteristic which may prevent from giving independent opinions concerning with the business operation of the Company. Accordingly, after having been appointed as the Independent Director with qualifications in paragraph (A) to (H), the Independent Director may be assigned by the Board of Directors to make decision in the business operation of the Company, holding company, subsidiary company, associated company, subsidiary of the same level or corporate with possible conflict, based on the collective decision.

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

AGENDA 6

CONSIDERATION FOR THE REMUNERATION OF DIRECTORS

Background

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 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 9 directors, with the Chairman receiving Baht 60,000 per month and the other 8 Directors receiving Baht 30,000 per month each, which were approved by the 23rd Annual General Meeting of Shareholders (Year 2008) dated April 4, 2008 and have been used since April 2008.

(1.2) Annual remuneration, which must be approved by the shareholders’ meeting each year, varied according to the Company’s operating results of each year. For past year 2008, the 23rd Annual General Meeting of Shareholders (Year 2008) resolved to approve the annual remunerations for 9 Directors, totaling Baht 1,900,000, by which 1.5 parts are given to the Chairman of the Board at Baht 300,000 and 1 part to 8 Directors at Baht 200,000 each person.

(2) The remunerations for other Committees, in addition to (1) are as follows:

(2.1) The Audit Committee, comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, with the other 2 Audit Committee members receiving Baht 15,000 per month per person. The above remuneration rates have been used since April 2008 after approval by the 23rd Annual General Meeting of Shareholders (Year 2008).

(2.2) The Nomination and Remuneration Committee (NRC), comprising of 4 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other 3 NRC members receiving Baht 10,000 per month per person. The above remuneration rates have been used since April 2008 after approval by the 23rd Annual General Meeting of Shareholders (Year 2008).

(3) The Board of Directors, comprising of 9 directors, has received right subscriptions for warrants from the Employee Stock Option Scheme (ESOP) established by the Company, which was approved by the Extraordinary Meeting of Shareholders No. 1/2008 dated June 17, 2008 for the issuance of 49,650,000 warrants to the directors and/or employees of the Company, with the Securities and Exchange Commission (SEC) having approved on October 10, 2008 for the Company to offer for sales of such warrants. Currently, such rights have not yet been exercised.

(4) The Company does not provide any other remuneration or offer any other privileges to the Directors other than what mentioned in (1) and (3) above.

The remunerations paid to each of the Directors during year 2008 and scope of duties and responsibilities of each committee have been disclosed in the Annual Report Year 2008 on Page 107, under the section titled “Remuneration for Directors and Management” which has been disseminated

on the Company's website (www.diamondtile.com) and forwarded to every shareholder in advance in the CD-ROM format along with the meeting invitation.

Board of Directors' Opinion

The Board of Directors' Meeting No. 201 (1/2009) dated January 26, 2009 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 earnings of the Company in 2008. Therefore, the Board of Director' opinion is to propose to the Shareholders' Meeting to consider remuneration for 2009 equal to that for year 2008 as follows:

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

(1.1) Fixed monthly remuneration for the 9 directors, with the Chairman receiving Baht 60,000 per month and the other 8 Directors receiving Baht 30,000 per month each.

(1.2) Annual remuneration must be approved by the shareholders' meeting each year. By using the same basis as year 2008, by which 1.5 parts are given to the Chairman of the Board at Baht 300,000 and 1 part to 8 Directors at Baht 200,000 each person.

(2) The remunerations for other Committees, in addition to (1) are as follows:

(2.1) The Audit Committee, comprising of 3 members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, with the other 2 Audit Committee members receiving Baht 15,000 per month per person.

(2.2) The Nomination and Remuneration Committee (NRC), comprising of 4 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other 3 NRC members receiving Baht 10,000 per month per person.

Criteria and Procedure for Proposal of Remunerations

The determination of remuneration for the Directors above have been considered by the Nomination and Remuneration 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, future growth of the industry and current profits of the Company. Accordingly, the opinion is to propose to the Board of Directors to consider setting the remuneration for the directors for year 2009 to at the same rate as that of Year 2008.

By using and comparing the information on the directors remunerations of the listed companies of Year 2007 with the directors remunerations of the Company, which can be presented below:

Description (Unit: Baht per person per year)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	1,001,151	4,000	11,811,829	566,874	10,455	6,474,749
Building & Construction Materials Sector	919,164	80,000	11,811,829	553,576	38,667	6,474,749
Diamond Roofing Tiles Public Co., Ltd. Only	825,000			390,000		

Description (Unit: Baht per person per year)	Audit Committee Chairman's Remuneration			Audit Committee Members' Remuneration Excluding Audit Committee Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	269,638	10,000	3,500,000	177,810	20,000	1,400,000
Building & Construction Materials Sector	122,000	36,000	264,000	88,083	24,000	170,668
Diamond Roofing Tiles Public Co., Ltd. Only	360,000			120,000		

Voting Procedure

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

As for this meeting agenda, the Directors with direct stake on the matter shall not have the right to vote, as at the Record Date of March 9, 2009 for determination of shareholders' name list having right to attend the 24th Annual General Meeting (year 2009) and having right to receive the dividend.

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

APPOINTMENT OF THE AUDITOR AND DETERMINATION OF AUDIT FEE

Background

According to the Company's Articles of Association concerning with the appointment of 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 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.

Board of Directors' Opinion

In compliance with the Public Limited Company Act B.E. 2535 which stipulates that the Shareholders' Meeting appoints the auditor and determines the audit fee every year, and with recommendation from the Audit Committee, the Board of Directors' Meeting No. 201 (1/2009) dated January 26, 2009 has considered proposing to the Shareholders' Meeting to consider appointing a new auditor from Deloit Touche Tomatsu Chaiyos Auditors Co., Ltd. according to one of the following three persons to act as the auditor of the Company for year 2009: Mr. Montri Panichkul, certified public accountant no. 3461 or Mrs. Nuchalee Boonyakarnkul, certified public accountant no. 3126 or Mrs. Vipawee Boonprasit certified public accountant no. 3096 of Deloit Touche Tomatsu Chaiyos Auditors Co., Ltd, to be the auditor with the yearly audit fee of Baht 550,000 and the quarterly audit fee of Baht 100,000 for each of the three quarters for a total fee of Baht 850,000. This audit fee is lower than year 2008 by Baht 170,000 or a decrease of 16.67 percent.

Supporting Information

(1) The auditors proposed above are independent and have no relationship or any other types of stake or interest with the Company, executives, major shareholders or persons related to those mentioned.

(2) The auditors proposed above have been endorsed by the Securities and Exchange Commission to audit the listed companies.

(3) The comparison of audit fees between the new auditor for year 2009 and previous auditor for year 2008 are as follows:

Description (Unit: Baht)	Year 2009	Year 2008	Increase (Decrease)	
			Amount	%
Yearly Audit Fee	550,000.-	630,000.-	(80,000.-)	(12.70)
3 Quarterly Reviews Fee	300,000.-	390,000.-	(90,000.-)	(23.08)
Total Audit Fee	850,000.-	1,020,000.-	(170,000.-)	(16.67)

(4) In selection of the auditor, the Audit Committee, had evaluated 5 audit companies, considering their past experiences and work, audit terms, including audit fee. After duly appraising these criteria, the Audit Committee decided to appoint a new auditor from Deloit Touche Tomatsu

Chaiyos Auditors Co., Ltd., which satisfies all the criteria established by the SEC and has offered the best audit fee and suitable for the Company's business operation.

(5) The Audit Committee has therefore proposed its opinion for the Board of Director's of the Company to propose for approval by the Shareholders' Meeting for the appointment the new auditor from Deloit Touche Tomatsu Chaiyos Auditors Co., Ltd., according to one of the following three persons to act as the auditor of the Company for year 2009: Mr. Montri Panichkul, certified public accountant no. 3461 or Mrs. Nuchalee Boonyakarnkul, certified public accountant no. 3126 or Mrs. Vipawee Boonprasit certified public accountant no. 3096, and approval for the audit fee, totaling Baht 850,000 which is lower than year 2008 by Baht 170,000 or a decrease of 16.67 percent.

Voting Procedure

The resolution for this meeting agenda 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.

DIAMOND ROOFING TILES PUBLIC COMPANY LIMITED
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 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 copy of the registration of the juristic entity Identification Card, Driver's License or Passport of the Proxy

ATTENDANCE IN PERSON

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

ATTENDANCE BY PROXY

1. Each shareholder (being either a natural or juristic person) is allowed only one proxy to attend the meeting and to vote on his/her behalf, regardless of the number of shares held by the shareholder. The proxy may not be divided or duplicated for more than one person for separate voting.
2. The proxy form is issued in a format determined by the Public Limited Companies Registrar and consists of 3 forms. The company has prepared and sent the proxy forms to the shareholders along with the invitation to the shareholders' meeting. The shareholders may use any one of the appropriate forms as they require and must affix a revenue stamp duty of 20 Baht per form, crossed and dated in order for the form to be valid and legally binding according to the law.
3. The following is required for the grant of proxy:
 - 3.1 **In the event the grantor is a Thai citizen**, the grantor must have a valid proxy form and attach a certified copy of his/her valid identification card and that of the proxy holder.
 - 3.2 **In the event the grantor is a not a Thai citizen**, the grantor must sign the proxy form in person in the presence of a notary public or authority with similar authorization under the law of their country. Thereafter, the signed proxy form must be produced for legalization for a notary public under the authority of the Royal Thai Embassy or Consulate or to an official authorized to act on their behalf in accordance with the laws of the relevant country.
 - 3.3 **In the event the grantor is a Thai juristic person**, a valid proxy form must be signed and attached with a copy of the registration of the juristic entity by the Ministry of Commerce (valid for no later than one month prior to date of the shareholder meeting) and signed by authorized director(s) and including a copy of the director(s)' valid identification card.

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

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

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

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

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

- Mr. Somboon Phuvoravan: 11/28 Moo 2 (Soi Prachan), Phetkasem Road 28, Bangchak, Phasichareon, Bangkok 10160
- Mr. Anun Louharano: 95/81 Soi Ramkhumhang 92, Saparnsoong, Bangkok 10240

IN THE EVENT OF DEATH OF A SHAREHOLDER

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

IN THE EVENT A SHAREHOLDER IS A MINOR

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

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

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

MEETING REGISTRATION

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

VOTING

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

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

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

- Article 3 Where no other provisions are stated in these Articles, the provisions of the law concerning public limited companies shall apply and govern in every respect.
- Article 37 The Board of Directors must arrange the shareholders' meeting which is the Annual General Meeting of Shareholders within 4 months after the end of the Company's financial year.
- Other shareholders' meetings apart from the said shareholders' meeting shall be called extraordinary meeting of shareholders, by which the Board of Directors shall convene the extraordinary shareholders' meeting when deems appropriate.
- The number of shareholders holding total shares not less than one-fifth (1/5) of the total paid-up shares or the number of shareholders of not less than 25 shareholders holding total shares not less than one-tenth (1/10) of the total paid-up shares, together sign a letter requesting the Board of Directors to convene the shareholders' meeting as the extraordinary meeting of shareholders, including clear statements of reasons and objectives for summon of the meeting in the said letter. In this case, the Board of Directors must arrange the shareholders' meeting within one month after receipt of the letter.
- Article 38 For the summon of the shareholders' meeting, the Board of Directors is to prepare meeting invitation letter, including meeting venue, date, time, rules, agendas and matters to be proposed to the meeting with sufficient information. Each matter should be stated whether it is for acknowledgement, approval or consideration, including the opinions of the Board of Director for each matter. The meeting documents and information must be forwarded to the shareholders and the registrar not less than seven days before the meeting. Also, the said meeting invitation must be published in the newspaper for three consecutive days, not less than three days before the meeting.
- The meeting venue can be at the Head Office of the Company or within the Province of the Head Office or other location as decided by the Board of Directors.
- Article 39 For constituting the shareholders' meeting quorum, the number of shareholders and proxies from the shareholders (if any) must not be less than 25 persons or not less than half of the total number of shareholders and the total number of shares must not be less than one-third (1/3) of the total paid-up shares.
- In case for any shareholders' meeting that the time has passed for more than one hour and the number of shareholders has not constitute a meeting quorum as specified. If the shareholders' meeting was not requested by the shareholders, a new meeting shall be summoned and the meeting invitation shall be forwarded to the shareholders not less than seven days before the meeting date. This latter meeting shall not be obliged to the meeting quorum rule.
- Accordingly, the shares owned by the Company are not counted in the meeting quorum for the shareholders' meeting.
- Article 40 For the shareholders' meeting, the Chairman of the Board shall preside as the Chairman of the Meeting. If there is no Chairman of the Board, or the Chairman of the Board is absent or cannot conduct the meeting, the Deputy Chairman of the Board (if available) shall preside as the Chairman of the Meeting. If there is no Deputy Chairman of the Board or he cannot conduct the meeting, the meeting shall appoint a shareholder attending the meeting to preside as the Chairman of the Meeting.
- Article 41 For the shareholders' meeting, the shareholder may grant proxy to other person with legal age to attend and vote at the meeting. The proxy form must be dated and signed by the shareholder granting proxy and in compliance with the Registrar's specification.
- Article 42 The resolution of the shareholders' meeting must consist of the following votes:
- (1) In the normal case, the resolution shall be based on the majority votes from all the votes of shareholders attending the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
 - (2) In the following cases, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of votes attending the meeting with voting right.
 - (A) Disposition or transfer of a whole or significant part of Company's business to other party.
 - (B) Acquisition or transfer of a whole or significant part of other company or private company to the Company.

- (C) Execution, amendment or termination concerning with the leasing of Company's business in whole or significant part of the Company's business, appointment of other party to manage the Company's business or merging of business with other party with objective to share equal profit and loss.
- (D) Amendment of the Company's Articles of Association
- (E) Increase or reduction of the Company's registered capital
- (F) Issuance of preferred shares, debentures, guarantee bonds, convertible debentures, warrants or bonds or other securities which can be performed according to the laws.
- (G) Termination of the Company
- (H) Merging of Company with other company.

Article 43 Matters to be conducted by the Annual General Meeting of Shareholders are as follows:

- (1) Consideration of the report of the Board of Directors on the operating results of the previous year
- (2) Consideration and approval of the balance sheets and statements of income of the previous year
- (3) Consideration of the appropriation of earnings
- (4) Appointment of Directors retired by rotation
- (5) Appointment of the auditor and determination of audit fee
- (6) Other matters

PROXY FORMS

Granting of Proxy

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

- 1. Form A General proxy form (simple form)
- 2. Form B Grantor stipulates certain matters and details
- 3. Form C Only for shareholder whom is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares

For the 24th General Annual Meeting of Shareholders (year 2009), 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 B**. In the case of granting proxy to the Company's independent director, please forward the proxy form and relevant documents in advance to **Diamond Roofing Tiles Public Co., Ltd., 69-70 Moo 1, Mitraphap Road, Km. 115, Talingchan, Muang, Saraburi 18000 within Thursday, April 16, 2009. Nonetheless, the Company reserves the right to consider only the proxy forms set to the Company at above address before 15:00 hrs., Thursday, April 16, 2009.**

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

Duty Stamp
20 Baht

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

Made at.....

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

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

Residing at No..... Road..... Subdistrict..... District.....

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

(2) As a shareholder of Diamond Roofing Tiles Public Company Limited,

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

Ordinary sharesshares and number of votes equal tovotes

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

(3) Hereby granting proxy to:

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

Road Subdistrict.....District

Province Postal Code ; or,

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

Road Subdistrict.....District

Province Postal Code ; or,

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

Road Subdistrict.....District

Province Postal Code

only one of above as my/our proxy to attend and vote in the 24th Annual General Meeting of Shareholders (Year 2009) to be held on Friday, April 17, 2009 at 10:00 hours, at Meeting Room 1, Queen Sirikit Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and venue.

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

Signed.....Grantor

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Notes:

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

Form of Proxy, Form B.

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

Duty Stamp
20 Baht

Made at.....

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

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

Residing at No..... Road..... Subdistrict..... District.....

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

(2) As a shareholder of Diamond Roofing Tiles Public Company Limited,

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

Ordinary sharesshares and number of votes equal tovotes

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

(3) Hereby granting proxy to:

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

Road Subdistrict.....District

Province Postal Code ; or,

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

Road Subdistrict.....District

Province Postal Code ; or,

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

Road Subdistrict.....District

Province Postal Code

only one of above as my/our proxy to attend and vote in in the 24th Annual General Meeting of Shareholders (Year 2009) to be held on Friday, April 17, 2009 at 10:00 hours, at Meeting Room 1, Queen Sirikit Convention Center, 60 Ratchadapisek Road, Klongtoey, 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: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2008

(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: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2008

(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: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2008

(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: Approval of 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: Consideration for the Remuneration 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: 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: 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: Appointment of Directors Retired by Rotation**

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

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

Appointment of the group of Directors

Approve Disapprove Abstain

Appointment of Individual Director

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

Approve Disapprove Abstain

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

Approve Disapprove Abstain

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

Approve Disapprove Abstain

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

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

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

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

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

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

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

Notes:

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

Annex to the Form of Proxy Form B

Grant of proxy as a shareholder of Diamond Roofing Tiles Public Company Limited

At the 24th Annual General Meeting of Shareholders (Year 2009) to be held on Friday, April 17, 2009 at 10:00 hours, at Meeting Room 1, Queen Sirikit Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda No.Subject:

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

Agenda No.Subject:

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

Agenda No.Subject:

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

Agenda No.Subject:

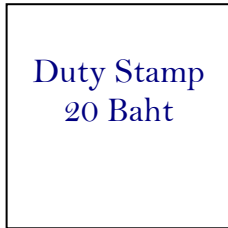
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
 - Approve Disapprove Abstain

Agenda No.Subject:

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

Form of Proxy, Form C.

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



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

Made at.....

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

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

Residing at No..... Road..... Subdistrict..... District.....

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

As the Custodian of Shares for whom is the shareholder of Diamond Roofing Tiles 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 Subdistrict..... District

Province Postal Code ; or,

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

Road Subdistrict..... District

Province Postal Code ; or,

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

Road Subdistrict..... District

Province Postal Code

only one of above as my/our proxy to attend and vote in the 24th Annual General Meeting of Shareholders (Year 2009) to be held on Friday, April 17, 2009 at 10:00 hours, at Meeting Room 1, Queen Sirikit Convention Center, 60 Ratchadapisek Road, Klongtoey, 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: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2008**

- (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: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2008

- (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: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2008

- (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: Approval of 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: Consideration for the Remuneration 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: 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: 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: Appointment of Directors Retired by Rotation**

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

Appointment of Individual Director

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

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

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

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

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

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 Roofing Tiles Public Company Limited

At the 24th Annual General Meeting of Shareholders (Year 2009) to be held on Friday, April 17, 2009 at 10:00 hours, at Meeting Room 1, Queen Sirikit Convention Center, 60 Ratchadapisek Road, Klongtoey, 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 Directors
(In case of Shareholder granting Proxy to the Independent Director)

Name - Surname Mr. Somboon Phuvoravan
Position Independent Director and Audit Committee Chairman
Nationality Thai
Age 63 years
Address 11/28 Moo 2 (Soi Prachan), Phetkasem Road 28,
 Bangchak, Phasichareon, Bangkok 10160



Education

- Bachelor of Mechanical Engineering, Chulalongkorn University
- Master of Business Administration, Thammasat University
- Training Program of Thai Institute of Directors Association (IOD)
 - (1) Director Accreditation Program Class 32/2005 (DAP 32/2005)
 - (2) Audit Committee Program Class 4/2005 (ACP 4/2005)
 - (3) Director Certification Program Class 55/2005 (DCP 55/2005)
 - (4) Monitoring the System of Internal Control and Risk Management Class 1/2007 (MIR 1/2007)
 - (5) Monitoring the Internal Audit Function Class 1/2007 (MIA 1/2007)
 - (6) DCP Refresher Course (RE DCP 1/2008)
 - (7) Monitoring the Quality of Financial Reporting (MFR) 6/2008

Work Experience

- (1) Currently holding Directorship and Executive positions in 1 listed company as follows:
 - 2004-present Independent Director and Audit Committee Chairman, Diamond Roofing Tiles PCL
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 1 companies as follows:
 - 2006-present President, Cemtech international Co., Ltd.
- (3) Work Experience during the Past 5 Years:
 - 2004-present Advisor, PT Holcim (Indonesia)
 - 2001-2004 Executive Director, Eagle Cement Co., Ltd.
 - 2001-2004 Executive Director, Holcim (Bangladesh) Co., Ltd.
 - 2001-2004 Director, Technical Council of Holcim Group Support (Switzerland)
 - 2001-2004 Director, Technical Training of Holcim Group Support (Switzerland)
 - 1977-2004 Executive Director, Senior Vice President, Siam City Cement PCL

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party.
- Shareholding in the Company as of December 31, 2008 : 5,500,000 shares or 0.55%
- Having conflict of interest directly in Agenda 6 under consideration for the remuneration of the directors.

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

Name - Surname Mr. Anun Louharanoo

Position Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member

Nationality Thai

Age 55 years

Address 95/81 Soi Ramkhumhang 92, Saparnsoong, Bangkok 10240



Education

- B.A. (Accounting), Thammasat University
- B.A. (Law), Thammasart University
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program Class 1/2003 (DAP 1/2003)
 - (2) Director Certification Program Class 29/2003 (DCP 29/2003)
 - (3) Audit Committee Program Class 2/2004 (ACP 2/2004)
 - (4) DCP Refresher Course Class 2/2006 (DCP 2/2006)
 - (5) Improving the Quality of Financial Reporting Class 2/2006 (QFR 2/2006)
 - (6) Monitoring the System of Internal Control and Risk Management Class 1/2007 (MIR 1/2007)
 - (7) Monitoring the Internal Audit Function Class 1/2007 (MIA 1/2007)
 - (8) Corporate Governance Workshop Board Performance Evaluation 2007
 - (9) Role of the Compensation Committee Class 7/2008 (RCC7/2008)

Work Experience

- (1) Currently holding Directorship and Executive positions in 2 listed companies as follows:
 - 2005-present Independent Director, Audit Committee Member, Nomination and Remuneration Committee Member, Diamond Roofing Tiles PCL
 - 1985-present Director, Executive Director, and Chief Financial Officer Lanna Resources PCL
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 7 companies as follows:
 - 2008-present Commissioner, PT. PT.Singlurus pratama
 - 2006-present Commissioner, PT. Lanna Mining Services
 - 2004-present Commissioner, PT. Citra Harita Mineral
 - 2004-present Independent Director and Audit Committee Member Royal Porcelain PCL
 - 2003-present Director, Thai Agro Energy PCL (Previous Name: Thai Agro Energy Co., Ltd.)
 - 1998-present Director, PT. Lanna Harita Indonesia
 - 1997-present Director, Lanna (Singapore) Pte. Ltd.
- (3) Work Experience during the Past 5 Years:
 - 1999-2002 Director, Karat Sanitaryware PCL (Current Name: Kohler (Thailand) PCL)

Other Information:

- Having no conflict of interest directly or indirectly with any business that the Company is the contract party and non-shareholding in the Company as of December 31, 2008
- Having conflict of interest directly in Agenda 6 under consideration for the remuneration of the directors.

ANNUAL REPORT 2008

Request for a copy of the Annual Report 2008

If the shareholder would like to receive a copy of the Annual Report 2008, please provide the following information:

<p>Please <u>give your name and address where you would like the Annual Report 2008 to be sent to:</u></p> <p>Name.....</p> <p>Address.....</p> <p>.....</p>
--

Please fax the information to the following number, **0-3622-1464** or mail to the address below:

**“ Accounting and Financial Department
Diamond Roofing Tiles Public Company Limited
69-70 Moo 1, Mitraphap Road km. 115, Talingchan, Muang, Saraburi 18000 “**

The company will mail you the Annual Report 2008 at the earliest opportunity.

Submission of Inquiries Relating to the Agenda in the 24th Annual General Meeting of Shareholders (Year 2009)

Shareholders can submit their inquiries relating the agenda in the 24th Annual General Meeting of Shareholders (Year 2009) to the Company via different channels as follows :-

1. Shareholders can submit questions 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@diamondtile.com
 - By Facsimile: 0-3622-1464 by (Using the attached Form)
3. Period opened for submission of inquiries

Shareholders can submit their inquiries relating the agenda for the 24th Annual General Meeting of Shareholders (Year 2009), from March 17, 2009 until April 8, 2009.

Accordingly, the Shareholder may submit the inquiry from March 17, 2009 through April 8, 2009. The Company will consider answering inquiries submitted at the time of the 24th Annual General Meeting of Shareholders (Year 2009), through E-mail, facsimile, or any other communication channels as deemed appropriate.

FORM OF QUESTIONS
FOR THE AGENDA OF THE 24TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2009)

1. Shareholder's Information

Name:

Address:

.....

Telephone No. : Fax No.:

E-Mail Address :

2. Inquiries on the agenda in the 24TH Annual General Meeting of Shareholders (Year 2009)

Agenda 1: Approval of the Minutes of the Extraordinary Meeting of Shareholders No.1/2008

Inquiries:

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Agenda 2: Acknowledgement of the Report of the Board of Directors on the Operating Results of Year 2008

Inquiries:

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Agenda 3: Approval of the Balance Sheets and Statements of Income for the Year ended December 31, 2008

Inquiries:

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Agenda 4: Approval of the Appropriation of Earnings and Dividend Payment for the Operating Results ended December 31, 2008

Inquiries:

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Agenda 5: Appointment of Directors Retired by Rotation

Inquiries:

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Agenda 6: Consideration for the Remuneration of the Directors

Inquiries:

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Agenda 7: Appointment of the Auditor and Determination of Audit Fee

Inquiries:

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Agenda 8: Other matters (if any)

Inquiries:

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Queen Sirikit National Convention Center



WORLD-CLASS ACCOMMODATIONS

We have selected the following hotels to best serve your delegates' needs and to make your event a great success. The hotels were selected based on ease of access to the Queen Sirikit National Convention Center, their past experiences with MICE events and their continuing commitment to providing uncompromising quality.

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 60 New Rachadapisek Road, Klongtoey, Bangkok 10110
 Tel: 0-2229-3000 Fax: 0-2229-3001
 Email : info@qsccc.com

By Bus:

Bus Number 45, 46, 109, 115, 116, 136, 185
 Air-conditioned Bus Number 22, 507

By MRT Subway:

Exit at Queen Sirikit National Convention Centre Station



กระเบื้อง
ตราเพชร
DIAMOND ROOFING TILES

Diamond Roofing Tiles Public Company Limited

Head Office 69-70 Moo 1 Mitrapharp Rd., Km.115,
Tambol Talingchan, Amphur Muang, Saraburi 18000
Tel : 0-3622-4001-8 Fax : 0-3622-4015-7

Branch Office 1 408/163-165, 40th Floor, Phaholyothin Place, Bldg.,
Phaholyothin Rd., Samsennai, Phayathai, Bangkok 10400
Tel : 0-2619-0742 Fax : 0-2619-0488

Branch Office 2 490 Khon Kaen Distribution Center, Tambol Banped,
Amphur Muang, Khon Kaen 40000

Call Center : 0-2619-2333

Website : www.diamondtile.com

E-mail Address : Corpcenter@diamondtile.com