



กระเบื้อง
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DIAMOND ROOFING TILES

Invitation to the Extraordinary Meeting of Shareholders No. 1/2011

Diamond Roofing Tiles Public Company Limited

Wednesday, January 12, 2011 at 10.00 Hrs.

at the salon B, 2nd Floor, Swissotel Le Concorde Hotel,
204, Ratchadapisek Road, Huaykwang, Bangkok.



Ref. DRT. 348 / 2010

December 21, 2010

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2011

Attention: Shareholder

Enclosed: 1. Minutes of the 25th Annual General Meeting of Shareholders (Year 2010)
2. Documents for Meeting Agenda No. 1-5, considered as part of this meeting invitation.
3. 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 convene the Extraordinary General Meeting of Shareholders No.1/2011 to be held on Wednesday, January 12, 2011 at 10:00 hours, at the salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204, Ratchadapisek Road, Huaykwang, Bangkok, according to the following meeting agenda :-

Agenda 1: To consider and approve the Minutes of the 25th Annual General Meeting of Shareholders of the Company (Year 2010)

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the aforementioned minutes of the meeting according to details in the document attached herewith.

Agenda 2: To consider and approve the change of the Company's name and the Company's stamp

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the change of the Company's name and the Company's stamp, according to details in the document attached herewith.

Agenda 3: To consider and approve the amendment of the Memorandum of Association and amendment of the Articles of Association of the Company to be in line with the change of the Company's name and stamp

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the amendment of the Memorandum of Association and amendment of the Articles of Association of the Company to be in line with the change of the Company's name and stamp, according to details in the document attached herewith.

Agenda 4: To consider and approve the amendment of Clause 19 of the Company's Articles of Association

Board of Directors' Opinion: The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the amendment of Clause 19 of the Company's Articles of Association, according to details in the document attached herewith.

Agenda 5: To consider the appointment of the new directors

Board of Directors' Opinion: The Board of Directors will propose to the Shareholder's Meeting for consideration and approval of the appointment of new directors and independent directors altogether 3 persons namely 1) Mr.Maitree Tawonatiwasna and 2) Mr.Krit Phanratanamala to be appointed as new directors and 3) Mr.Woodthikrai Soatthiyanon to be appointed as independent director. The appointment of new directors is with the objective to support the continuous growth and the change of the major shareholders' structure. The proposed directors are from the selection process by the Nomination and Remuneration Committee of the Company, profile of the new directors are presented in the document attached herewith.

Agenda 6: 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, 2010 through November 25, 2010. 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 Extraordinary General Meeting of Shareholders No.1/2011 on the Record Date of Monday, November 15, 2010, and compiled the name list of shareholders according to Clause 225 of the Securities and Exchange Act by closing the share registration book, suspending transfer of shares on Tuesday, November 16, 2010.

Accordingly, the shareholders may find information on the Invitation to the Extraordinary General Meeting of the Shareholders of the Company No.1/2011 at the Company's website (www.diamondtile.com) from December 9, 2010 onward.

The Shareholders are cordially invited to attend the Meeting at the abovementioned date, time and venue, by adhering to the Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, according to details in the document 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

TO CONSIDER AND APPROVE THE MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY (YEAR 2010)

Facts and Rationale

The Company convened the 25th Annual General Meeting of Shareholders (Year 2010) on Monday, April 26, 2010 from 10:00 at the Le Lotus 1, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Ratchadapisek Road, Huaykwang, Bangkok, according to the attached minutes of the meeting that has been disseminated on the Company's website (www.diamondtile.com) and delivered to every shareholder in advance with this meeting invitation.

Board of Directors' Opinion

The Board of Directors has considered that the aforementioned minutes of the meeting was correctly recorded in accordance with the resolutions of the Shareholders' Meeting. Therefore, the Board of Directors proposed that the minutes of the 25th Annual General Meeting of Shareholders (Year 2010) shall 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 shareholders attending and voting at the meeting. If the votes counted are even, the Chairman of the meeting shall have the right to cast the vote.

MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2010)
OF THE
DIAMOND ROOFING TILES PUBLIC COMPANY LIMITED

The meeting was held on Monday, April 26, 2010 at 10:00 hrs. at the Le Lotus 1, 2nd Floor, Swissotel Le Concorde Bangkok Hotel, 204 Ratchadapisek Road, Huaykwang, Bangkok.

Mr. Prakrit Pradipasen, presided as the Chairman of the shareholders' meeting by which he stated that this Shareholders' Meeting had 75 shareholders attending in person holding 56,209,311 shares and 75 shareholders granting proxies to attend the Meeting holding 751,118,403 shares, for a total of 150 persons with aggregate number of shares of 807,327,714 shares or 83.35 percent of the total number of shares, which constituted a meeting quorum according to the Company's regulation. The following 7 directors attended this meeting (the Company's Board of Directors comprises of 9 directors).

Directors Attending the Meeting:

1. Mr. Prakrit Pradipasen Chairman of the Board
2. Mr. Phaithoon Kijksamrej Director and Nomination and Remuneration Committee Member
3. Mr. Somboon Phuvoravan Independent Director and Audit Committee Chairman
4. Mr. Anun Louharanoo Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member
5. Mr. Sakda Maneeratchatchai Independent Director and Audit Committee Member
6. Mr. Asanee Chantong Director, Management Committee Chairman and Managing Director
7. Mr. Satid Sudbuntad Director, Management Committee Member and Deputy Managing Director Sales & Marketing

Two directors did not attend the meeting; namely Mr. James Patrick Rooney, Director, due to other business obligations overseas, and Mr. Chaiyut Srivikorn, Director and Nomination and Remuneration Committee Chairman, due to illness. Therefore, both Directors could not attend this meeting.

Executives Attending the Meeting:

1. Mr. Maitree Tawonatiwasna Management Committee Member and Deputy Managing Director Production & Engineering
2. Mr. Suwit Kaewamphunsawat Management Committee Member and Assistant Managing Director Sales & Marketing
3. Ms. Thanakarn Phanthapirat Management Committee Member, Assistant Managing Director Accounting & Finance and Company Secretary

Representative of the Company's Auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., present the meeting was Ms. Wimolwan Kuttrakul.

Before entering upon the meeting agendas procedure and to properly conduct the meeting in a correct and complete manner and covering all aspects as established by the law, the Chairman assigned Mr. Jetepong Jakkarn (Public Relations Officer) to briefly clarify the rules and practices for voting and vote counting procedures for each of the meeting agendas, which could be summarized as follows (Details as appeared within the meeting invitation that had been forwarded in advance to every shareholder prior to the Meeting).

1. The Company had disseminated announcement on the Company's website to provide opportunity and give right to the shareholders to propose the shareholders' meeting agendas that were deemed important and to propose names of qualified persons for new directorship appointment in advance during November 1, 2009 until December 31, 2009. Accordingly, there were no shareholders proposing any meeting agenda. Therefore, the meeting would be carried out according to the Company's regulations and consistent with the order of the meeting agendas as established within the meeting invitation which had been forwarded to the shareholders.
2. The Company had disseminated the Invitation to the 25th Annual General Meeting of Shareholders (Year 2010) on the Company's website to provide opportunity for the shareholders to forward important inquiries in advance from March 19, 2010 until April 9, 2010, and it appeared that there were no shareholders submitting any inquiry in advance.
3. Voting shall be conducted openly with one share being counted as one vote. In case of voting by proxy, the proxy holder must vote according to the remark that the proxy grantor has specified in the proxy form.
4. The resolutions of the Shareholders' Meeting shall consist of the following votes:
 - 4.1 For normal case, the meeting resolution shall be based on the majority votes. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
 - 4.2 In other cases where different law and/or Company's regulation apply differently from the normal case, the voting and meeting resolution procedure shall proceed according to such law and/or regulation. Namely, for Agenda No. 6 on the consideration for the remuneration of the Directors where resolution must be approved at the shareholders' meeting with no less than two-third ($2/3$) of all the votes of shareholders attending the meeting with voting right. Accordingly, the Chairman shall inform the shareholders before voting in such particular meeting agenda.
5. In order to achieve a quick vote counting process for each meeting agenda, only "Disapprove" or "Abstain" votes shall be counted and the remaining shall be considered as "Approve" votes. Those who disapprove or abstain from voting should use the voting ballots, which were distributed during the registration prior to the meeting. At the end of each meeting agenda, the Chairman shall inform every shareholder to vote by filling out the said voting ballot and return it to the coordinating staff in the meeting room for vote counting.

The Chairman expressed his apology for changing the venue and date of the Annual General Meeting of Shareholders, which might have caused such inconvenience for the shareholders. Nonetheless, the shareholders must have realized of the necessity and safety of every shareholder; thereby, the Company needed to change the venue and date of the Annual General Meeting of Shareholders.

Afterward, the Chairman officially commenced the meeting and proceeded in accordance with the meeting procedures and regulations as follows:

AGENDA 1: APPROVAL OF THE MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF SHAREHOLDERS (YEAR 2009)

The Chairman proposed that the meeting consider for approval of the minutes of the 24th Annual General Meeting of Shareholders (Year 2009), which was held on Tuesday, April 17, 2009. The copy of the said meeting minutes had been forwarded to every shareholder in advance along with this meeting invitation and disseminated on the Company's website. The Board of Directors had considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the shareholders' meeting was proposed to consider and approve such minutes of the 24th Annual General Meeting of Shareholders.

The Chairman provided opportunity for the shareholders to comment and make inquiry and when there were no inquiries, the meeting was requested to consider and approve the minutes of the 24th Annual General Meeting of Shareholders (Year 2009) as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the minutes of the 24th Annual General Meeting of Shareholders (Year 2009) held on April 17, 2009 as proposed above, with unanimous votes as follows:

Approved:	807,907,928	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 807,907,928 votes of those present at the meeting and eligible to vote.

AGENDA 2: ACKNOWLEDGEMENT OF THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2009

The Chairman stated that the Company achieved good operating results during the past year 2009, which were in line with the established target plan. The Chairman assigned Mr. Asanee Chantong, Managing Director and Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, to report on the operating results, including other information of the Company during year 2009. Accordingly, the Company had provided the information in the Annual Report Year 2009 and forwarded in advance to every shareholder in the CD-ROM format along with this meeting invitation.

Mr. Asanee Chantong, Managing Director, reported to the meeting for acknowledgement of the operating results of the past year 2009, the development of new product models and the progress of the NT9 production line, by using a PowerPoint presentation, which can be summarized as follows.

For the past operating results of year 2009, the Company achieved sales growth once again, having total revenues of Baht 2,774 million in 2009 or an increase of 12 percent over year 2008. The net profit in 2009 was Baht 376 million, which increased from year 2008 by 32 percent and the net profit margin was at 13.6 percent.

As for the production in 2009, it was the first year that the Company achieved over 500,000 tons per year, having produced over 534,000 tons of products. At the production factory, the Company believes that the most important concern is the environment. During the past year, the Company had implemented the environmental management system in accordance with the ISO 14001. For instance, on the waste separation process, none-hazardous waste would be managed using landfill method and the hazardous waste would be handled and disposed by the experts. For the wastewater from the production process, the Company would treat and reuse 100 percent of the treated wastewater without discharging any wastewater outside the factory. As for the pollution control system, the Company constantly monitored the air quality to be within all the standards under the established laws. In November 2009, the Company was certified with the environmental management system or ISO 14001 by TUV NORD (Thailand) Ltd.

As for year 2010, the Company's revenues would prosper from the new production line; namely, the NT9 production line project, which had been commenced since April 2008 and currently the installation had been completed with production already commenced. This new production line produces products such as the boards, eaves and siding boards, which are marketable products. On February 19, 2010, the Chairman of the Board and Saraburi Provincial Governor presided as the Chairmen of the opening ceremony of the NT9 production line.

Mr. Satid Sudbuntad, Deputy Managing Director Sales & Marketing, reported to the meeting for acknowledgement of the competitive strategies, marketing activities and performance of the Sales & Marketing Department, including other information of the Company during the past year 2009, which can be summarized as follows.

Currently for domestic market, the Company has over 90 percent of products sold through provincial distribution channels. Therefore, it is important for the Company to focus on marketing support activities through these distribution channels, including organizing seminars among groups of distribution channel representatives, taking customers to field trips overseas, visiting the customers and bringing the customers for factory site visit. In addition, the Company sends its teams to provide knowledge in products unloading and unpacking, arrangement and preparation of the products for sales, as well as how to service the consumers, etc. These activities have been planned and included in the calendar throughout the year.

As for the marketing communication, the Company has built relationships with the groups of analysts and journalists. In 2010, the Company engaged a new product presenter who is very well-known, Mr. Mum Jokmok or by his real name, Mr. Petchtai Wongkamlao. Due to the fact that his real name contains the word “Petch” (or “Diamond” in English) including all his children, the Company foresees that the Company’s products are considered provincial products and therefore, for marketing purpose, the product presenter must be good-humored, amusing and well-known. For the advertising media, the Company continually advertises in the home-related magazines and sponsors the television boxing program called “Seuk Assawin Dum” on the Modern 9 TV every Sunday from 13.00 – 14.00 hrs. This is to reach the target groups, including groups of artisans and contractors mainly in the provincial areas. A large banner has also been placed in front of the factory in Saraburi Province adjacent to the Mitraparp Road. In addition, there is a products showroom located at the Bangkok Office, covering an area of 80 square meters, for convenience of the customers to see the products. There is also a Company’s website (www.diamondtile.com) by which the customers may visit and view the Company’s products or search for other information concerning with the Company. Furthermore, Company has also set up a Call Center at the phone number, 0-2619-2333, to provide services to the customers with regard to the Company’s products or make other inquiries concerning with roofing matters.

The Chairman provided opportunity for the shareholders to comment and make inquiries.

Shareholder Mr. Thammanoon Julamaneechote, proxy of Mrs. Cheunjit Julamaneechote, minor shareholder, suggested as follows.

Issue No. 1: According to the information within the Company’s Annual Report, the Audit Committee Members were found to also occupy position as the Nomination and Remuneration Committee Members. Has this been changed for this year? Normally, the Audit Committee Member should not take up position as a member of other committees, in accordance with the principles for good audit committee member of the listed companies in the Stock Exchange.

Issue No. 2: According to the financial audit by the Company’s Auditor by which the audit report was dated February 12, 2010, however, this process required that this audit report must be submitted at least 7 days prior to the meeting of the Audit Committee for its consideration. After the report has been considered by the Audit Committee, then it will be submitted to the Board of Directors for consideration.

Chairman The Chairman clarified that the Company only had small number of independent directors and therefore it was necessary that the Audit Committee Members be assigned to the positions as the Nomination and Remuneration Committee Member, in order to be independent in the supervision duty over this Committee also.

Director Mr. Anun Louharano, Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member, further clarified that before the Auditor performed financial audit for each quarter, the Audit Committee usually held meeting almost every month to consider the financial statements. When the Auditor came in to perform the financial audit for each quarter, the financial statements would be considered again in the Audit Committee Meeting. The report dated February 12, 2010 had not been proposed to the Board of Directors, but the date was actually the meeting date between the Audit Committee and the Auditor, by which the financial statements had already been considered by the Audit Committee, and therefore, the Auditor certified the financial statements on February 12, 2010, the same date as the Audit Committee Meeting. Afterward, the financial statements were proposed to the Board

of Directors' Meeting on February 22, 2010. The Company observes the regulation for sending the meeting documents 7 days prior to the meeting.

Afterward, the Chairman provided opportunity for the shareholders to comment and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting acknowledge the report of the Board of Directors on the operating results of year 2009 as presented above.

Resolution: The shareholders' meeting acknowledged the report of the Company's Board of Directors' on the operating results of year 2009 as presented above.

AGENDA 3: APPROVAL OF THE BALANCE SHEETS AND STATEMENTS OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2009

The Chairman proposed that the meeting consider the balance sheets and statements of income for the year ended December 31, 2009, which had been audited by the certified auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and published in the Annual Report Year 2009 including the analysis on the financial status and operating results of the Company for year 2009, which had been disseminated on the Company's website and forwarded to every shareholder in advance in a CD-ROM format along with this meeting invitation. Accordingly, the Audit Committee had reviewed the said financial statements and supervised so that they complied with the generally accepted accounting standards with complete and adequate disclosure of financial information, according to the Report of the Audit Committee as appeared within the Annual Report Year 2009.

Board of Directors' Opinion: The Board of Directors of the Company has considered that the aforementioned financial statements of year 2009 provide complete and adequate information on the financial status and operating results in accordance with the generally accepted accounting principles.

Afterward, the Chairman provided opportunity for the shareholders to comment and make inquiry and informed that any shareholder may inquire any technical question concerning the accountancy as there was also the auditor present in this shareholders' meeting and ready to clarify any inquiries from every shareholder. Accordingly when there were no inquiries, the Chairman proposed that the Meeting consider approving the balance sheets and statements of income for the year ended December 31, 2009 as presented above.

Resolution: The shareholders' meeting considered and resolved to approve the Balance Sheets and Statements of Income for year ended December 31, 2009 as presented above with unanimous votes as follows:

Approved:	807,907,928	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 807,907,928 votes of those present at the meeting and eligible to vote.

AGENDA 4: APPROVAL OF THE APPROPRIATION OF EARNINGS

The Chairman stated that the Company's dividend payment policy for each year is not less than 50 percent of the net profit after deductions of all provisions as required by the Company's Articles of Association and the law, if there are no other necessities and the dividend payment will have no significant impact on the Company's normal business operation.

Board of Directors' Opinion: The Board of Directors had considered the appropriation of earnings and approved to propose to the shareholders' meeting for consideration and approval of the appropriation of earnings for the following objectives.

1. For treasury shares reserve of Baht 33,960,252.64 (Thirty-three million, nine hundred sixty thousand, two hundred and fifty-two baht and sixty-four satang), and
2. For dividend payment to the shareholders at Baht 0.30 per share or equal to 79 percent of net profit per share.

Accordingly, the Board of Directors had already approved the payment of interim dividend No. 1/2009 on September 29, 2009 at Baht 0.15 per share. Therefore, there remained a dividend of Baht 0.15 per share for the dividend payment no. 2/2009, which was expected to be paid on April 29, 2010. The shareholders who would be eligible to receive this dividend payment must have their names appeared on the share registry book on the record date of March 9, 2010. Accordingly, the shareholders must pay income tax on the dividend received according to the Revenue Code (The Company would pay the dividend from net profit after deduction of corporate income tax at the rate of 25 percent).

The Chairman provided opportunity for the shareholders to comment and make inquiries.

Shareholder Mr. Thammanoon Julamaneechote, proxy of Mrs. Cheunjit Julamaneechote, minor shareholder, inquired that with excellent operating results and increased earnings but why the dividend payment ratio was reduced from the previous year. Accordingly, he would like to learn about the criteria for consideration of dividend payment ratio as compared to the earnings because if the same ratio as previous year had been applied, the dividend payment would be approximately at Baht 0.35 per share.

Chairman The Chairman clarified that the Company has policy to pay dividend at no less than 50 percent and would attempt to pay dividend to the shareholders every year. For last year, the Company had paid dividend at the rate higher than normal due to the fact the operating results were much lower than expected and therefore, the dividend payment ratio accounted for 86 percent of the net profit. As for this year, the Company paid dividend at 79 percent of the net profit as the operating results were higher than the target plan, as well as the Company had acquired loans for investment in the production line no. 9. Therefore, the dividend payment at Baht 0.30 per share was deemed appropriate and would beneficial to the shareholders in long term and enable the Company to continue paying dividend to the shareholders every year without affecting financial status of the Company.

Afterward, the Chairman provided opportunity for the shareholders to comment and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the appropriation of earnings and dividend payment for the operating results for the year ended December 31, 2009, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appropriation of earnings and dividend payment for the operating results for the year ended December 31, 2009, as presented above with unanimous votes as follows:

Approved:	807,907,928	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 807,907,928 votes of those present at the meeting and eligible to vote.

AGENDA 5: APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

The Chairman stated that during the 25th Annual General Meeting of Shareholders (Year 2010), the following 3 Directors would be retired by rotation; namely (1) Mr. Somboon Phuvoravan, (2) Mr. Anun Louharano, and (3) Mr. Satid Sudbuntad.

The Chairman expressed his apology to the shareholders that Mr. Chaiyut Srivikorn, Director and Nomination and Remuneration Committee Chairman, could not attend this meeting due to his illness. Therefore, the Chairman assigned Mr. Phaithoon Kijksamrej, Director and Nomination and Remuneration Committee Member, to report on the matter concerning the

criteria and procedure for the nomination of directors retired by rotation, which can be summarized as follows.

Nomination Criteria and Procedure

The Company has established criteria and procedure for nomination of Directors through the Nomination and Remuneration Committee, which had considered nominating persons for the directorship positions to replace those Directors retired by rotation by considering the qualifications in several aspects and approved to propose the following individuals for the directorship positions to replace those 3 Directors retired by rotation; namely,

1. Mr. Somboon Phuvoravan: proposed for re-appointment as the Independent Director
2. Mr. Anun Louharanoo: proposed for re-appointment as the Independent Director
3. Mr. Satid Sudbuntad: proposed for re-appointment as the Director

Accordingly, the following reasons for the proposed nominations were provided by the Nomination and Remuneration Committee (NRC).

1. All of the three individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.
2. All of the 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. All of the three individuals 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 12 meetings, except for Mr. Somboon Phuvoravan whom was absent from one meeting and Mr. Anun Louharanoo whom was absent from two meetings due to overseas business obligation.

The Chairman provided opportunity for the shareholders to comment and make inquiries and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the appointment of directors replacing the 3 directors retired by rotation. The above directors retired by rotation have direct interest and although the relevant law did not prohibit these Directors from voting but all of these Directors wished to abstain from voting in this meeting agenda.

1. The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Somboon Phuvoravan**, the director whom was retired by rotation, as the Company's Independent Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. Somboon Phuvoravan**, the director whom was retired by rotation, as the Independent Director for another term of directorship as proposed above, with the following number of votes.

Approved:	801,937,928	votes or	99.26	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	5,970,000	votes or	0.74	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 807,907,928 votes of those present at the meeting and eligible to vote.

2. The Chairman proposed that the shareholders' meeting consider re-appointing **Mr. Anun Louharanoo**, the director whom was retired by rotation, as the Company's Independent Director for another term of directorship.

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. Anun Louharanoo**, the director whom was retired by rotation, as the Independent Director for another term of directorship as proposed above, with the following number of votes.

Approved: 807,437,928 votes or 99.94 percent

Disapproved: - votes or 0.00 percent

Abstained: 470,000 votes or 0.06 percent

Voided Ballots: - votes or 0.00 percent

of the total 807,907,928 votes of those present at the meeting and eligible to vote.

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

Resolution: The Shareholders' Meeting considered and resolved to approve the re-appointment of **Mr. Satid Sudbuntad**, the director whom was retired by rotation, as the Director for another term of directorship as proposed above, with the following number of votes.

Approved: 804,427,928 votes or 99.57 percent

Disapproved: - votes or 0.00 percent

Abstained: 3,480,000 votes or 0.43 percent

Voided Ballots: - votes or 0.00 percent

of the total 807,907,928 votes of those present at the meeting and eligible to vote.

AGENDA 6: CONSIDERATION FOR THE REMUNERATION OF THE DIRECTORS

The Chairman stated that according to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, it stated 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, stated that "in the case that the Company's articles of association do not address this issue, the remuneration compensation will be in accordance with the resolution of the shareholders' meeting comprising of votes of no less than two-third (2/3) of all eligible votes attending the meeting".

According to the Company's Articles of Association, Section 35, stated 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".

The Chairman assigned Mr. Phaithoon Kijssamrej, Director and Nomination and Remuneration Committee Member, to report on the matter concerning with the remuneration structure, criteria and procedure for proposal of the remunerations, which can be summarized as follows.

Current Composition of Directors' Remunerations consists of the following items.

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 Bonus for Directors, which must be approved by the shareholders' meeting each year with the Chairman receiving Baht 300,000 and the other 8 Directors receiving Baht 200,000 each person.
2. The other 2 Committees receive remunerations in addition to item (1) 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 3 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other 2 NRC members receiving Baht 10,000 per month per person.

Criteria and Procedure for Proposal of Remunerations

The Company has established criteria for consideration of the remunerations by passing through the Nomination and Remuneration Committee which has considered appropriateness in various aspects by referring and comparing with other listed companies in the Stock Exchange, including the size of the business, business expansion, as well as the Company's operating results in year 2009. Accordingly, the shareholders' meeting was proposed to consider approving the remunerations of the Directors for year 2010 as follows.

1. The Board of Directors sees as appropriate to propose the shareholders' meeting to consider approving the remunerations of the Directors as follows.
 - 1.1. Since the fixed monthly remunerations for the Chairman of the Board and Directors of the Company have not been adjusted from year 2008 and the Board of Directors has managed the Company so that it has grown with excellent operating results. Thus, an increase of the monthly remuneration has been proposed for the Chairman of the Board from Baht 60,000 per month to Baht 70,000 per month and for the other 8 Directors from Baht 30,000 per month per person to Baht 40,000 per month per person.
 - 1.2. In 2009, the Company had good operating results, higher than the established target. Thus, the annual bonus for the Directors has been proposed at Baht 400,000 for the Chairman of the Board and at Baht 300,000 for each of the 8 Directors.
2. As for the monthly remuneration of the Audit Committee and the Nomination and Remuneration Committee, which are additional to Item (1), shall be kept the same 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 3 members, each receives fixed monthly remuneration. The Chairman of the NRC receives Baht 20,000 per month, with the other 2 NRC members receiving Baht 10,000 per month per person.

The Chairman provided opportunity for the shareholders to comment and make any inquiries.

Shareholder Mr. Thammanoon Julamaneechote, proxy of Mrs. Cheunjit Julamaneechote, minor shareholder, suggested that there should be additional details and reasons on the increase of bonus to the Directors, showing how the rate of increase was in line with the Company's earnings. In addition, in the proposal for re-appointment of the Directors retired by rotation, reasons should be provided for each of the re-appointed Directors, indicating the extent of their contributions and benefits received by the Company during the past years.

Chairman The Chairman clarified that the annual bonuses for the Directors did not need to be adjusted every year and were not directly tied with the earnings. It was not necessary that the bonus had to be increased when there was an increase in the Company's earnings. On the other hand, the Company would consider from the appropriateness by comparing with the businesses in the same industrial sector with comparable size of business. As for this year, the bonus increase had been proposed as there was no increase in the past year.

Afterward, the Chairman provided opportunity for the shareholders to comment and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider approving the remunerations of the Directors for year 2010 according to details as proposed above. The resolution for this agenda must be approved at shareholders' meeting with no less than two-third ($2/3$) of all the votes of shareholders attending the meeting and eligible to vote.

The Chairman further informed that every Director had direct interest in this meeting agenda and would abstain from voting in this meeting agenda.

Resolution: The shareholders' meeting considered and resolved to approve the remuneration of the Directors for year 2010, as presented above with the number of votes as follows:

Approved:	772,588,833	votes or	95.59	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	35,669,600	votes or	4.41	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 808,258,433 votes of those present at the meeting and eligible to vote.

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

The Chairman assigned Mr. Somboon Phuvoravan, Independent Director and Audit Committee Chairman, to report on the matter concerning the appointment of the auditor and determination of the audit fee for year 2010.

Mr. Somboon Phuvoravan, Independent Director and Audit Committee Chairman, reported that for the financial audit in year 2010, the Audit Committee had considered selection for the auditor from 3 audit firms, with its opinion given to the Board of Directors to propose to the Annual General Meeting of Shareholders Year 2010 for the appointment of Mr. Montree Panichkul, certified public accountant no. 3461 or Mrs. Natchalee Boonyakarnkul, certified public accountant no. 3126 or Mrs. Vipavee Boonyaprasit, certified public accountant no. 3096 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., which possesses the qualifications of the auditor and audit firm as registered and according to the regulations of the Securities and Exchange Commission (SEC), to be the auditor of the Company for year 2010 with the audit fee determined at Baht 850,000, which was the same audit fee as of year 2009.

The Chairman provided opportunity for the shareholders to comment and make inquiry.

Shareholder Mr. Thammanoon Julamaneechote, proxy of Mrs. Cheunjit Julamaneechote, minor shareholder, stated that it was excellent that the Audit Committee had provided opportunity for several audit firms to submit their audit proposals and had made the change of auditor in the previous year resulting in the reduction of audit fee. Such action signified transparency, corporate governance, as well as the reduction of cost. Therefore, he would like to congratulate and express thanks to the Directors whom had performed their duties properly in accordance with the corporate governance principles.

The Chairman provided opportunity for the shareholders to comment and make inquiry and when there were no inquiries, the Chairman proposed that the shareholders' meeting consider appointing the previous auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., having the following auditors, whomever; namely, Mr. Montree Panichkul, certified public accountant no. 3461 or Mrs. Natchalee Boonyakarnkul, certified public accountant no. 3126 or Mrs. Vipavee Boonyaprasit, certified public accountant no. 3096, to be the auditor of the Company for year 2010 with the yearly audit fee and quarterly audit fee totaling Baht 850,000, which was the same as that of the previous year, as proposed above.

Resolution: The shareholders' meeting considered and resolved to approve the appointment of the previous auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company for year 2010, with the yearly audit fee and the quarterly audit fees, totaling Baht 850,000 as proposed above, with unanimous votes as follows.

Approved:	808,258,433	votes or	100.00	percent
Disapproved:	-	votes or	0.00	percent
Abstained:	-	votes or	0.00	percent
Voided Ballots:	-	votes or	0.00	percent

of the total 808,258,433 votes of those present at the meeting and eligible to vote.

AGENDA 8: OTHER MATTERS

Chairman The Chairman stated that there was additional question from Mr. Somkiart Kaesornsudjarit, minor shareholder, which inquired about the amount of increase in sales revenue during the first quarter of this year 2010 as compared with that of the previous year and the tendency to achieve higher sales revenue for this year than the established target of 10 percent, given that the Company had expanded its production capacity with the completion of the production line no. 9, including the stepping up of sales promotion.

The Chairman clarified that the Company could not reveal the information on the growth of the Company during the first quarter of this year due to fact that the Company had to disclose this information to the Stock Exchange first. However, it could be briefly mentioned that the established target plan should be achieved. As for the production line no. 9, everything had been accomplished according to the target plan. Mr. Maitree Tawonatiwasna, Deputy Managing Director Production & Engineering, was invited to report on the progress of NT9 Project.

Director Mr. Maitree Tawonatiwasna, Deputy Managing Director Production & Engineering, reported that the NT9 Project currently produced 2 different types of products; that is, 4 mm thick boards and 16 mm thick eaves. The production had been according to the work plan. Nonetheless, the machinery was capable of producing various types of products such as synthetic wood products with thickness ranging from 4 mm. to 25 mm.

Chairman The Chairman stated that there was an additional question from the minor shareholder, inquiring whether or not the Company would require more loans.

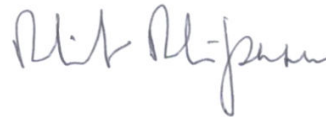
The Chairman clarified that the loans acquired last year were sufficient and this year the Company had already started to repay certain portion of the loan. The Company ensured that there was nothing to worry about the financial status of the Company due to fact that the Company managed so that the loan only be acquired at the minimum amount as necessary.

Afterward, the Chairman inquired whether any shareholder had any other inquiries in this meeting.

It appeared that no one had any further inquiry in this meeting.

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

The meeting was closed at 11:17 hrs.



(Mr. Prakrit Pradipasen)
Chairman of the Meeting



(Ms. Thanakarn Phanthapirat)
Company Secretary
Meeting Minutes Taker

AGENDA 2

TO CONSIDER AND APPROVE THE CHANGE OF THE COMPANY'S NAME AND THE COMPANY'S STAMP

Facts and Rationale

To be in line with the new image and to support the future business expansion, the contemporary, trustworthy and intentional image of the branding that could be used across various product lines apart from roofing tiles will be established with the identity of Diamond Brand still remained.

The Board of Directors proposed the change of the Company's name and the Company's stamp as follows:

2.1) The change of the Company's name



From **"Diamond Roofing Tiles Public Company Limited"**



To **"Diamond Building Products Public Company Limited"**

(2.2) The change the Company's stamp to be in accordance with the new name

Old Stamp

New Stamp



(2.3) The stock symbol for trading of Company's security shall remain the same, namely **"DRT"**.

Board of Directors' Opinion

The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the change of the Company's name and the Company's stamp, according to details aforementioned.

Voting Procedure

The resolution for this meeting agenda according to the Article No.42 (2) of the Company's Article of Association, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of shareholders attending the meeting with voting right.

AGENDA 3

TO CONSIDER AND APPROVE THE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION AND AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO BE IN LINE WITH THE CHANGE OF THE COMPANY'S NAME AND STAMP

Facts and Rationale

To comply with the change of the Company's name and stamp, the Board of Directors proposed to amend the Company's Memorandum of Association and the Company's Articles of Association as follows:

- (3.1) Amend Clause 1 of the Company's Memorandum of Association as follows:
Clause 1: The name of the Company is "บริษัท ผลิตภัณฑ์ตราเพชร จำกัด (มหาชน)" and the name of the Company in English is "**Diamond Building Products Public Company Limited**"
- (3.2) Amend Clause 1, Clause 2 and Clause 53 of the Company's Articles of Association as follows:
Clause 1: This Articles of Association is called the Articles of Association of "**Diamond Building Products Public Company Limited**"
Clause 2: The word "the Company" in this Articles of Association means "**Diamond Building Products Public Company Limited**"
Clause 53: The Company's stamp is as follows.



Board of Directors' Opinion

The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the amendment of the Memorandum of Association and amendment of the Articles of Association of the Company, according to details aforementioned.

Voting Procedure

The resolution for this meeting agenda according to the Article No.42 (2) of the Company's Article of Association, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of shareholders attending the meeting with voting right.

AGENDA 4

TO CONSIDER AND APPROVE THE AMENDMENT OF CLAUSE 19 OF THE COMPANY'S ARTICLES OF ASSOCIATION

Facts and Rationale

To increase the flexibility of the selection process for qualified individual whom possesses knowledge, capability and experience suitable for being the director of the Company, the Board of Directors proposed to amend clause 19 of the Company's Articles of Association as follows :

Existing Statement

Clause 19: The Board of Directors of the Company shall comprise of at least five (5) directors but not more than eleven (11) directors of which not less than one half shall reside in Thailand and whom must be in compliance with the law.

Amended Statement

Clause 19: The Board of Directors of the Company shall comprise of at least five (5) directors of which not less than one half shall reside in Thailand and whom must be in compliance with the law.

Board of Directors' Opinion

The Board of Directors will propose to the Shareholders' Meeting for consideration and approval of the amendment of Clause 19 of the Company's Articles of Association, according to details aforementioned.

Voting Procedure

The resolution for this meeting agenda according to the Article No.42 (2) of the Company's Article of Association, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of shareholders attending the meeting with voting right.

AGENDA 5

TO CONSIDER THE APPOINTMENT OF NEW DIRECTORS

Facts and Rationale

With the continuous expansion and the change in major shareholders' structure of the Company, the Board of Directors resolved to appoint the additional 3 directors to support the Company's management and proposed individuals who possess knowledge and capability in various fields suitable for being the director of the Company. The list of proposed persons are 1) Mr.Maitree Tawonatiwasna (2) Mr.Krit Phanratanamala and (3) Mr.Woodthikrai Soatthiyanon whom to be appointed as the new directors and independent director of the Company.

Nomination Criteria and Procedure

The nomination process of the Company is conducted by the Nomination and Remuneration Committee. The Nomination and Remuneration Committees' Meeting No.3/2010 as of November 15, 2010, considered suitable individuals to be appointed for directors and independent director under certain established qualifications and resolved to appoint 3 aforementioned individuals to be directors and independent director of the Company with the following reasons.

1. The 3 individuals possess knowledge and experience in various fields which will benefit the Company's future business capability.
2. The 3 individuals are qualified to be the director of listed company with regards to the Company's Articles of Association and the regulations of the Securities and Stock Exchange Commission ("SEC")
3. As for Mr.Maitree Tawonatiwasna, he is currently the Deputy Managing Director in Production and Engineering of the Company. He has joined the Company since 2004 when the Company invested in 2 new production lines, NT-8 and CT-5. Thereafter, the Company invested in NT-9 in 2008 and currently during the investment in NT-10. During his time, he has significantly contributed to the Company's improvement with his education background and work experience in production and engineering. Mr.Mitree Tawonatiwasna has passed the qualifications of the SEC since 2005.
4. As for Mr.Krit Phanratanamala, he is currently the director and audit committee of various public companies. He possesses knowledge, ability and experiences in investment which he could contribute to help the Company in terms of financial management and investment, thus, providing benefit to the future expansion. He has passed the qualifications and criteria according to the regulations established by the SEC according to the Letter No. Jor.201/2553 dated November 23, 2010.
5. As for Mr.Woodthikrai Soatthiyanon, he possesses knowledge, ability and experience in legal matters which he could contribute in terms of internal control system, thus, improving the Company's corporate governance. He has passed the qualifications and criteria according to the regulations established by the SEC according to the Letter No. Jor.201/2553 dated November 23, 2010.

Nevertheless, the Company allowed the shareholders to propose the individuals for directorship position via the Company's website (www.diamondtile.com) from November 1, 2010 to November 25, 2010. There is no proposal from any shareholders.

Board of Directors' Opinion

According to the Board of Directors' Meeting No.223 dated November 29, 2010 had considered and resolved to propose to shareholders the appointment of 3 new directors to take directorship positions of the Company:

- | | |
|---------------------------------|---------------------------------------|
| (1) Mr.Maitree Tawonatiwasna | Appointment as a Director |
| (2) Mr.Krit Phanratanamala | Appointment as a Director |
| (3) Mr.Woodthikrai Soatthiyanon | Appointment as a Independent Director |

Information of the newly proposed directors

Information pertaining to the 3 newly proposed directors and the definition of independent directors and its qualifications are according to details in the document attached herewith.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the shareholders attending the meeting 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 to be director(s) 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 (equal number of votes) for successive positions available, the Chairman of the meeting shall have the casting vote.

CURRICULUM VITAE OF MR. MAITREE TAWONATIWASNA

Position in the Company: Management Committee Member and
Deputy Managing Director Production & Engineering

Nationality: Thai

Age: 64 years



Education:

- Bachelor of Industrial Electrical Technology, King Mongkut's Institute of technology North Bangkok
- Master of Business Administration, NIDA

Work Experience:

- (1) Currently holding Directorship / Executive positions in 1 listed companies as follows:
 - 2004-present Management Committee Member /Deputy Managing Director Production & Engineering, 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 Executive Committee Member, Diamond Roofing Tiles PCL

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

Shareholding in the Company as of December 9, 2010: 1,160,000 shares or 0.11%

Period of Directorship with the Company: -None- (But an executive of the company a total of 6 years)

Meeting Attendance Record: - Management Committees' Meeting in 2010: 31 out of 30 times

CURRICULUM VITAE OF MR. KRIT PHANRATANAMALA

Position in the Company: - Non -

Nationality: Thai

Age: 42 years



Education:

- Bachelor of Electrical Engineering, Chulalongkorn University
- Master of Business Administration (Finance), University of Florida, USA.
- Master of Science (Communication and Signal Processing), Imperial College, University of London, England
- Chartered Financial Analyst, CFA Institute, USA.
- Training Program of Thai Institute of Directors Association (IOD):
 - (1) Director Accreditation Program (86/2007)
 - (2) Advanced Audit Committee Program (Class 1/2009)

Work Experience:

- (1) Currently holding Directorship / Executive positions in 2 listed companies as follows:
 - 2008-present Audit Committee & Independent Director, Quality House Public Company Limited
 - 2006-present Director, Union Mosaic Industry PCL
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 3 companies as follows:
 - 2006-present Director, Saha Thai Steel Pipe PCL
 - 2006-present Director, Royal Porcelain PCL
 - 2005-present Investment Director, Thai Prosperity Advisory Co., Ltd.

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

Shareholding in the Company as of December 9, 2010: -None-

Period of Directorship with the Company: -None-

CURRICULUM VITAE OF MR. WOODTHIKRAI SOATTHIYANON

Position in the Company: - Non -

Nationality: Thai

Age: 57 years



Education:

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

Work Experience:

- (1) Currently holding Directorship / Executive positions in listed companies as follows: -None-
- (2) Currently holding Directorship and Executive positions in other businesses (non-listed companies as (1) above) of 1 companies as follows:
 - 2008-present Managing Partner, Woodthikrai Soatthiyanon Law office
- (3) Work Experience during the Past 5 Years:
 - 2007-2008 Director, Ayudhya Allianz C.P. Life PCL
 - 2005-2006 SVP-Bancassurance Strategie Support, Bancassurance Dapt, Ayudhya Allianz C.P. Life PCL

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

Shareholding in the Company as of December 9, 2010: -None-

Period of Directorship with the Company: -None-

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

QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

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

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

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

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

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

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

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

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

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

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

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

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

- (1) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.
- (2) Reason and necessity for maintaining or appointing such person as the independent director.
- (3) Opinions of the board of directors for proposing for the appointment of such person as the independent director.

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

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 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 Moo2 (Soi Prachan), Phetkasem 28 Road, Bangjak, Phasicharaen, Bangkok 10160
- Mr. Anun Louharanoo : 95/81 Soi Rarnkumhang 92, Sarnsoong, Bangkok 10240
- Mr. Sakda Maneeratchatchai : 435 Soi Patthanakan 53, Suanluang Bangkok 10250

IN THE EVENT OF DEATH OF A SHAREHOLDER

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

IN THE EVENT A SHAREHOLDER IS A MINOR

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

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

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

MEETING REGISTRATION

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

VOTING

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

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

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

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

Article 37 The Board of Directors must 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 Extraordinary General Meeting of Shareholders No. 1/2011, 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 **Company Secretary, Diamond Roofing Tiles Public Co., Ltd., 69-70 Moo 1, Mitraphap Road, Km. 115, Talingchan, Muang, Saraburi 18000 within Tuesday, January 11, 2011. Nonetheless, the Company reserves the right to consider only the proxy forms set to the Company at above address before 15:00 hrs., Tuesday, January 11, 2011.**

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

Duty Stamp
 20 Baht

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

Made at.....

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

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

Residing at No..... Road..... Sub district..... District.....

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

(2) As a shareholder of Diamond 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 Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code

only one of above as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on January 12, 2011 at 10:00 hours, at the salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204, Ratchadapisek Road, Huaykwang, 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 Authorization Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development

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



Made at.....

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

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

Residing at No..... Road..... Sub district..... District.....

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

(2) As a shareholder of Diamond 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 Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code ; or,

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

Road Sub district.....District

Province Postal Code

only one of above as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on January 12, 2011 at 10:00 hours, at the salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204, Ratchadapisek Road, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

(1) **Agenda No. 1: To consider and approve the Minutes of the 25th Annual General Meeting of Shareholders of the Company (Year 2010)**

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

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

Approve

Disapprove

Abstain

Agenda No. 2: To consider and approve the change of the Company's name and the Company's stamp

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

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

Approve

Disapprove

Abstain

Agenda No. 3: To consider and approve the amendment of the Memorandum of Association and amendment of the Articles of Association of the Company to be in line with the change of the Company's name and stamp

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

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

Approve Disapprove Abstain

Agenda No. 4: To consider and approve the amendment of Clause 19 of the Company's Articles of Association

(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: Other Matters (if any)

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

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

Approve Disapprove Abstain

(2) **Agenda No. 5: To consider the appointment of new 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:

Appointment of the group of Directors

Approve Disapprove Abstain

Appointment of Individual Director

Director's Name: **Mr. Maitree Tawonatiwasna**

Approve Disapprove Abstain

Director's Name: **Mr. Krit Phanratanamala**

Approve Disapprove Abstain

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

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 Extraordinary General Meeting of Shareholders No. 1/2011 to be held on January 12, 2011 at 10:00 hours, at the salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204, Ratchadapisek Road, Huaykwang, 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..... Sub district..... 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 sharesshares and number of votes equal tovotes

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

(2) Hereby granting proxy to:

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

Road Sub district.....District

Province Postal Code; or,

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

Road Sub district.....District

Province Postal Code; or,

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

Road Sub district.....District

Province Postal Code

only one of above as my/our proxy to attend and vote in the Extraordinary General Meeting of Shareholders No. 1/2011 to be held on January 12, 2011 at 10:00 hours, at the salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204, Ratchadapisek Road, Huaykwang, 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 votesvotes

For a total voting right of votes

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

- (1) **Agenda No. 1: To consider and approve the Minutes of the 25th Annual General Meeting of Shareholders of the Company (Year 2010)**
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve Disapprove Abstain
- Agenda No. 2: To consider and approve the change of the Company's name and the Company's stamp**
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve Disapprove Abstain
- Agenda No. 3: To consider and approve the amendment of the Memorandum of Association and amendment of the Articles of Association of the Company to be in line with the change of the Company's name and stamp**
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve Disapprove Abstain
- Agenda No. 4: To consider and approve the amendment of Clause 19 of the Company's Articles of Association**
- (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: Other Matters (if any)**
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is authorized to vote according to my/our wish as follows:
- Approve Disapprove Abstain
- (2) **Agenda No. 5: To consider the appointment of new 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:
- Appointment of the group of Directors
- Approve Disapprove Abstain
- Appointment of Individual Director
- Director's Name: **Mr. Maitree Tawonatiwasna**
- Approve Disapprove Abstain
- Director's Name: **Mr. Krit Phanratanamala**
- Approve Disapprove Abstain
- Director's Name: **Mr. Woodthikrai Soatthiyanon**
- 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. 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 Extraordinary General Meeting of Shareholders No. 1/2011 to be held on January 12, 2011 at 10:00 hours, at the salon B, 2nd Floor, Swissotel Le Concorde Hotel, 204, Ratchadapisek Road, Huaykwang, 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 64 years
Address 11/28 Moo 2 (Soi Prachan), Phetkasem 28 Road, Bangjak,
 Phasicharaen, 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 companies 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:
 - 2004-2007 Consultant, 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 9, 2010 : 6,440,000 shares or 0.63%
- No direct interest in any agenda for another term.

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 57 years

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



Education:

- Bachelor of Accounting, Thammasat University
- Bachelor of Laws, 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 / 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 / Executive positions in other businesses (non-listed companies as (1) above): of 7 companies as follows:
 - 2008-present Executive Director, PT. Singlurus pratama
 - 2006-present Director, PT. Lanna Mining Services
 - 2004-present Director, PT. Citra Harita Mineral
 - 2004-present Independent Director, 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:
 - 2004-2009 Audit Committee Member, Royal Porcelain 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 9, 2010 : 940,000 shares or 0.09%
- No direct interest in any agenda for another term.

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

Name - Surname Mr. Sakda Maneeratchatchai
Position Independent Director and Audit Committee Member
Nationality Thai
Age 66 years
Address 435 Soi Patthanakan 53, Suanluang, Bangkok 10250



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 1 listed companies as follows:
 - 2009-present Independent Director, Audit Committee Member, 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:
 - 2007-2008 Advisor, Diamond Roofing Tiles PCL
 - 1999-2006 Director, Executive Director and Managing Director, Diamond Roofing Tiles 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 9, 2010 : 4,600,000 shares or 0.45%
- No direct interest in any agenda for another term.

Submission of Inquiries Relating to the Agenda in the Extraordinary General Meeting of Shareholders No. 1/2011

Shareholders can submit their inquiries relating the agenda in the Extraordinary General Meeting of Shareholders No. 1/2011 to the Company via different channels as follows :-

1. Shareholders can submit inquiries together with personal information, as detailed below.
 - Name, address, telephone number, facsimile number and E-mail (if any) of shareholders
 - Inquiry on the agenda item and supplementary information (if any)

2. Channels for receiving inquiries

- By E-mail Address: Corpcenter@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 Extraordinary General Meeting of Shareholders No. 1/2011, from December 9, 2010 until December 30, 2010.

Accordingly, the Shareholder may submit the inquiry from December 9, 2010 through December 30, 2010. The Company will consider answering inquiries through E-mail, facsimile, or at the time of the Extraordinary General Meeting of Shareholders No.1/2011.

FORM OF INQUIRIES
FOR THE AGENDA OF of the Extraordinary General Meeting of Shareholders No. 1/2011

1. Shareholder's Information

Name:

Address:

.....

Telephone No. : Fax No.:

E-Mail Address :

2. Inquiries on the agenda in the Extraordinary General Meeting of Shareholders No. 1/2011

Agenda 1 : To consider and approve the Minutes of the 25th Annual General Meeting of Shareholders of the Company (Year 2010)

Inquiries :

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Agenda 2 : To consider and approve the change of the Company's name and the Company's stamp

Inquiries :

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Agenda 3 : To consider and approve the amendment of the Memorandum of Association and amendment of the Articles of Association of the Company to be in line with the change of the Company's name and stamp

Inquiries :

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Agenda 4 : To consider and approve the amendment of Clause 19 of the Company's Articles of Association

Inquiries :
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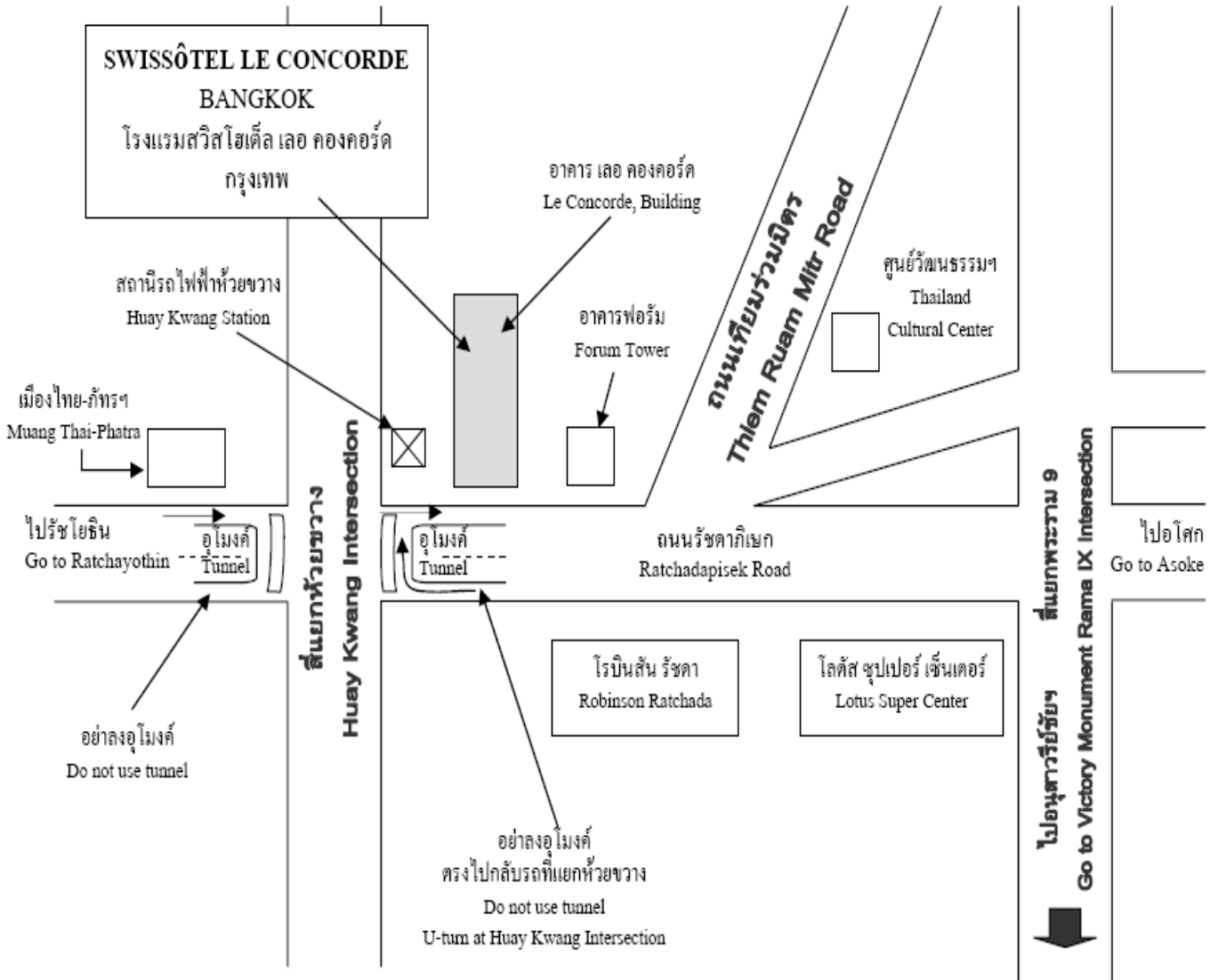
Agenda 5 : To consider the appointment of new directors

Inquiries :
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Agenda 6 : Other matters (if any)

Inquiries :
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Swissotel Le Concorde Hotel



Swissotel Le Concorde Hotel
204, Ratchadapisek Road, Huaykwang, Bangkok
Tel: 66 (0) 2694 2222 Fax: 66 (0) 2694 2218

- 💎 MRT Subway : Huaykwang Station Gate No. 2 exit to Swissotel Le Concorde Hotel
- 💎 Public Buses : Line 12, 13, 73, 122, 136, 137, 175, 185, 206, PorOr. 15, PorOr. 18, PorOr. 22, PorOr. 136, PorOr. 137, PorOr. 514, PorOr. 517, PorOr. 528, PorOr. 529



กระเบื้อง
ตราเพชร
DIAMOND ROOFING TILES

บริษัท กระเบื้องหลังคาตราเพชร จำกัด (มหาชน)
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
Tel : 0-4323-4643-4

Call Center : 0-2619-2333

Website : www.diamondtile.com

E-mail Address : Corpcenter@diamondtile.com