

## AGENDA 5

# TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

### Background and Rationale

According to Article No. 21 of the Company's Articles of Association, corresponding to Paragraph 2, Section 71 of the Public Limited Company Act B.E. 2535 (1992), stating that "at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall be retired by rotation and if the number of directors are not divisible by one-third, the number of directors to be retired shall be nearest to one-third (1/3).

The directors to be retired in the first year and second year after the company's listing shall be done by drawing lots. For subsequent years, the directors in position for the longest time shall be retired first."

The Annual General Meeting of Shareholders Year 2017 is considered the 13<sup>th</sup> meeting since the Company has listed as a public limited company and the following four directors who shall be retired by rotation are: (1) Mr. Prakrit Pradipasen (2) Mr. Phaithoon Kijamrej (3) Mr. Sakda Maneeratchatchai and (4) Mr. Warayu Pradipasen.

### Nomination Criteria and Procedure

As for the nomination criteria and procedure, the selection of persons for the directorship positions to replace the Directors retired by rotation, have been carefully considered by the Nomination and Remuneration Committee (NRC) during the Meeting No. 1/2017 held on January 13, 2017. The Committee has carefully considered the qualifications in several aspects and approved to propose the following four individuals for the directorship positions to replace those Directors retired by rotation; namely (1) Mr. Prakrit Pradipasen (2) Mr. Phaithoon Kijamrej (3) Mr. Sakda Maneeratchatchai and (4) Mr. Warayu Pradipasen for the following reasons:

- (1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.
- (2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).
- (3) During the past year, all four individuals have performed their duties consistently having made various suggestions which are beneficial to the Company.
- (4) The works performances of Directors retired by rotation are as follows.
  - (4.1) Mr. Prakrit Pradipasen, currently the Chairman, has performed his duties as Chairman of the Board well during the past years, convening the Board of Directors' Meeting every month to monitor business operation including sales, production, finance and business development, closely monitoring and inquiring into several significant issues. During the past year, he has supervised the Company to attain good operating results, offering recommendations to increase export to countries having potential and demand for construction material products from Thailand, resulting in increased export sales and compensating for sluggish sales domestically.
  - (4.2) Mr. Phaithoon Kijamrej, currently the Director and Nomination and Remuneration Committee Member (NRC), has performed his duties as the Director and NRC Member well during the past years, paying close attention in every aspect of Company's business, particularly in finance and banking, foreign exchange, loan agreements with financial institutions, manpower and determination of compensation and benefits for directors, executives and employees of the Company with appropriateness and fairness, including other suggestions deemed beneficial to the Company.
  - (4.3) Mr. Sakda Maneeratchatchai was previously the Director of the Company and therefore possesses good knowledge and understanding of the Company's business. He is currently the Independent Director and Audit Committee Chairman, has performed his duties as the Independent Director and Chairman of the Audit Committee well during the past years, paying close attention in every aspect of Company's business, particularly in production process and engineering of the Company as well as establishing concised internal control system and verifiable in every process of production and offering beneficial suggestions when problem arises.

- (4.4) Mr. Warayu Pradipasen currently the Director, has been appointed by the Board of Directors' Meeting No. 282 dated November 4, 2015, replacing Mr. James Patrick Rooney (deceased), having knowledge and expertise on logistics system and transport system, which can certainly help with the Company's business management.

Accordingly, the Company provided the opportunity for shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance criteria through the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) from October 1, 2016 to December 31, 2016. However, there was no proposal made by the shareholder for the meeting agenda item and the appointment of new director.

#### **Board of Directors' Opinion**

At the Board of Directors' Meeting No. 297 (1/2017) held on January 30, 2017, the matter was considered and resolved to propose to the Shareholders' Meeting to consider and approve of the appointments of the four Directors as follows.

- |                                 |   |
|---------------------------------|---|
| (1) Mr. Prakit Pradipasen:      | Proposed for re-appointment as the Director             |
| (2) Mr. Phaithoon Kijsamrej:    | Proposed for re-appointment as the Director             |
| (3) Mr. Sakda Maneeratchatchai: | Proposed for re-appointment as the Independent Director |
| (4) Mr. Warayu Pradipasen:      | Proposed for re-appointment as the Director             |

#### **Information Pertaining to the Directors**

Information pertaining to the four individuals proposed for the directorship positions, including the description of the Independent Director and qualifications of the individuals to take the position of Independent Director, including performance record as Director for the past period, are included and forwarded in the document as attached with this meeting invitation.

#### **Voting Procedure**

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting by voting according to following procedures:

- (1) The shareholder shall have each share being counted as one vote.
- (2) Each shareholder must use all the votes according (1) appointing one person or several persons for the directorship but cannot divide the votes into different number of votes to a particular person.
- (3) The persons receiving the highest number of votes in descending order shall be appointed as the directors for the total number of director positions available at the time. In the case of a tie (same number of votes) for successive positions available, the Chairman of the meeting shall have the casting vote.

## CURRICULUM VITAE OF MR. PRAKIT PRADIPASEN

**Position in the Company:** Chairman  
**Current Position(S) in the Board:** Director  
**Nationality:** Thai  
**Age:** 74 years



### Education:

- Bachelor of Science in Business Administration Silliman University, Philippines
- Master of Business Administration Wayne State University, USA
- Citibank Credit Training Center, Philippines
- Senior Executive Program, Stanford National of Singapore, Singapore
- Special Program of National Defence College, Joint Public & Private Sector Class 3
- Program for Senior Executive The Sloan School of Management Massachusetts Institute of Technology, USA

**Expertise:** Business Management, Finance and Banking

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

(1) Director Accreditation Program (DAP 1/2003)

### Work Experience:

(1) Currently holding Directorship and Executive positions in 8 listed companies as follows:

- 2003-present Chairman, Diamond Building Products Plc.
- 2000-present Independent Director, Audit Committee Chairman and Nomination and Remuneration Committee Member, Supalai PCL
- 2000-present Independent Director and Audit Committee Member, Susco PCL
- 2000-present Chairman and Independent Director, Asian Marine Service PCL
- 2000-present Chairman, Independent Director and Nominating and Corporate Governance Chairman, Erawan Group PCL
- 2000-present Independent Director and Audit Committee Chairman, Hardthip PCL
- 2000-present Independent Director and Audit Committee Chairman, Luckytex (Thailand) PCL

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

- 2002-present Director, Myriad Materials Co.,Ltd.
- 2000-present Chairman, Angthong Sugar Terminal

(3) Work Experience during the Past 5 Years:

- 2000-2016 Independent Director and Audit Committee Chairman, Thai Carbon Black PCL
- 2003-2012 Audit Committee Chairman, The Thai Chamber of Commerce and Thai Chamber of Commerce Federation
- 2004-2011 Chairman, Thai Sugar Millers Crop

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

**Shareholding in the Company as of December 31, 2016:** 14,619,500 shares or 1.40%

**Period of Directorship with the Company:** 13 years

**Meeting Attendance Record:** Board of Directors' Meeting in 2016: Attended all 12 meetings

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

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** 1 person as follows;

- Mr. Warayu Pradipasen, currently the Director

## CURRICULUM VITAE OF MR. PHAITHOON KIJSAMREJ

**Position in the Company:** Director and NRC Member

**Current Position(S) in the Board:** Director

**Nationality:** Thai

**Age:** 73 years

**Education:**

- Bachelor of Commerce, Chulalongkorn University
- Asian Institute of Management, Manila, Philippines
- Pacific Rim Bankers Program, University of Washington, Seattle, U.S.A.



**Expertise:** Business Management, Finance and Banking

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

(1) Director Accreditation Program (DAP 32/2005)

(2) Director Certification Program (DCP 55/2005)

**Work Experience:**

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

- 2003-present Director and NRC Member,  
Diamond Building Products Plc.

(2) Currently holding Directorship / Executive positions in other businesses (not the listed company in (1) above) at 6 companies as follows:

- 2015-present Audit Committee Chairman, Siam Solar Power Co., Ltd.
- 2003-present Director, Myriad Materials Co., Ltd.
- 2003-present Director, Elm Tree Co., Ltd.
- 2001-present Director, Siam Administrative Management and Security Guards Co., Ltd.
- 1998-present Director, SCMB Co., Ltd.

(3) Work Experience during the Past 5 Years:

- 2004-2016 Audit Committee Chairman, The Thai Chamber of Commerce and Thai Chamber of Commerce Federation

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

**Shareholding in the Company as of December 31, 2016:** 1,000,100 shares or 0.10%

**Period of Directorship with the Company:** 13 years

**Meeting Attendance Record:** (1) Board of Directors' Meeting in 2016: Attended 10 out of 12 meetings

(2) Nomination and Remuneration Committees' Meeting in 2016: Attended all 4 meetings

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

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** None

## CURRICULUM VITAE OF MR. SAKDA MANEERATCHATCHAI

**Position in the Company:** Independent Director and Audit Committee Chairman  
**Current Position(S) in the Board:** Independent Director  
**Position as the Independent Director:** Started from April 17, 2009, totaling 7 years  
**Nationality:** Thai  
**Age:** 72 years



### Education:

- Bachelor of Electrical Engineering, FEATI University, Philippines

**Expertise:** Business Management, Engineering, Internal Audit

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

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

### Work Experience:

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

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

**Shareholding in the Company as of December 31, 2016:** 4,099,000 shares or 0.39%

**Period of Directorship with the Company:** 7 years

**Meeting Attendance Record:** (1) Board of Directors' Meeting in 2016: Attended 11 out of 12 meetings  
(2) Audit Committees' Meeting in 2016: Attended all 7 meetings

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

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** None

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

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

## CURRICULUM VITAE OF MR. WARAYU PRADIPASEN

**Position in the Company:** Director  
**Current Position(S) in the Board:** Director  
**Nationality:** Thai  
**Age:** 39 years



### Education:

- Diploma, 12<sup>TH</sup> Grade Wilbraham & Monson Academy, Massachusetts, USA
- Bachelor of Science, Civil Engineering Rensselaer Polytechnic Institute, New York, USA
- Master of Science, Business Administration (Logistics and Transportation) University of Maryland at College Park, Maryland, USA (Royal Thai Government Scholarship)

**Expertise:** Business Management, logistics system and transport system

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

(1) Director Accreditation Program (DAP 126/2016)

### Work Experience:

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

- 2015-present Director  
Diamond Building Products Plc.

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

- 2015-present Head of Infrastructure Development,  
Office of the Permanent Secretary

(3) Work Experience during the Past 5 Years:

- 2014-2015 Head of Rail Transport Group,  
Office of the Permanent Secretary
- 2012-2014 Minister of Transport Working Group,  
Ministry of Transport
- 2008-2014 Senior Policy and Plan Analyst,  
Policy and Strategy Bureau, Office of the Permanent Secretary

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

**Shareholding in the Company as of December 31, 2016:** 109,000 shares or 0.01%

**Period of Directorship with the Company:** 1 years

**Meeting Attendance Record:** Board of Directors' Meeting in 2016: Attended all 12 meetings

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

**Dispute in the 10 preceding years:** None

**Family Relation with Other Directors:** 1 person as follows;

- Mr. Prakit Pradipasen, currently the Chairman

## QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

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

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

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

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

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

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

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

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

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

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

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



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

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

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