

# Agenda 5

## TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

### Background and Rationale

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

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

The Annual General Meeting of Shareholders Year 2025 is considered the 21<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. Sunthorn Suwannajade (2) Mr. Chatchai Teepsuwan (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Pulivekin.

### Nomination Criteria and Procedure

As for the nomination criteria and procedure, the selection of persons for the directorship positions to replace the Directors retired by rotation, have been carefully considered by the NRC Committee during the Meeting No. 1/2025 held on January 9, 2025. The NRC Committee has established a selection process for considering the qualifications in several aspects and approved to propose the following four individuals for the directorship positions to replace those Directors retired by rotation; namely (1) Mr. Sunthorn Suwannajade (2) Mr. Chatchai Teepsuwan (3) Mr. Woodthikrai Soatthiyanon and (4) Mr. Thanit Pulivekin for the following reasons:

(1) All of the four individuals are experienced and capable professionals with expertise in various fields which will benefit the Company's business operation in the future.

(2) All of the four individuals possess the qualifications for Directorship position of the listed company according to the Company's regulations and the regulations of the Securities and Exchange Commission (SEC).

(3) During the past year, all four individuals have performed their duties consistently having made various suggestions which are beneficial to the Company.

(4) The works performances of Directors retired by rotation are as follows.

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

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

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

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

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

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

Accordingly, the Company provided the opportunity for shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance criteria through the Company's website ([www.dbp.co.th](http://www.dbp.co.th)) from October 1, 2024 to December 31, 2024. However, there was no proposal made by the shareholder for the meeting agenda item and the appointment of new director.

#### Board of Directors' Opinion

At the Board of Directors' Meeting No. 394 (1/2025) held on January 27, 2025, having carefully considered through selection process of the NRC Committee, according to its directors nomination policy, has considered that the proposed directors have qualifications suitable for Company's business; therefore resolved to propose to the Shareholders' Meeting to consider and approve of the appointments of the four Directors as follows.

- |                                    |   |
|------------------------------------|---|
| (1) Mr. Sunthorn Suwannajade :     | Proposed for re-appointment as the Director             |
| (2) Mr. Chatchai Teepsuwan :       | Proposed for re-appointment as the Director             |
| (3) Mr. Woodthikrai Soatthiyanon : | Proposed for re-appointment as the Independent Director |
| (4) Mr. Thanit Pulivekin :         | Proposed for re-appointment as the Independent Director |

#### Information Pertaining to the Directors

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

#### Voting Procedure

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

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



## Mr. Sunthorn Suwannajede

Age 61 years / Nationality Thai

### Position in the Company:

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

### Current Position in the Board:

Director

### Education:

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

**Expertise:** Engineering

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

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

### Work Experience:

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

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

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

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

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

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

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

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

**Period of Directorship with the Company:** 3 years

### Meeting Attendance Record:

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

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

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

**Family Relation with Other Directors:** None



## Mr. Chatchai Teepsuwan

**Age 56 years / Nationality Thai**

**Position in the Company:**

Director and NRC Member

**Current Position in the Board:**

Director

**Education:**

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

**Expertise:** Business Management

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

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

**Work Experience:**

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

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

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

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

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

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

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

**Period of Directorship with the Company:** 9 years

**Meeting Attendance Record:**

- (1) Board of Directors' Meeting in 2024: Attended 10 out of 12 meetings
- (2) NRCs' Meeting in 2024: Attended all 4 meetings

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

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

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

- Mr. Kamolaphat Teepsuwan, currently the Director



## Mr. Woodthikrai Soatthiyanon

**Age 71 years / Nationality Thai**

**Position in the Company:**

Independent Director and Audit Committee Member

**Current Position in the Board:**

Independent Director

**Position as the Independent Director:**

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

**Education:**

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

**Expertise:** Legal

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

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

**Work Experience:**

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

- 2024 - present      Audit Committee Member,  
Diamond Building Products Plc.
- 2011 - present      Independent Director,  
Diamond Building Products Plc.

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

- 2008 - present      Managing Partner,  
Woodthikrai Soatthiyanon Law office

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

- 2013 - 2024      Corporate Governance Committee  
Member,  
Diamond Building Products Plc.

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

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

**Period of Directorship with the Company:** 14 years

**Meeting Attendance Record:**

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

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

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

**Family Relation with Other Directors:** None

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

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



## Mr. Thanit Pulivekin

**Age 74 years / Nationality Thai**

**Position in the Company:**

Independent Director and Audit Committee Chairman

**Current Position in the Board:**

Independent Director

**Position as the Independent Director:**

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

**Education:**

- B.SC (Chemical Engineering), Chulalongkorn University

**Expertise:** Engineering

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

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

**Work Experience:**

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

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

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

- 2018 - present      Chairman, Baan Phaholyothin Place Juristic Person

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

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

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

**Shareholding in the Company as of December 31, 2024:**

None

**Period of Directorship with the Company:** 12 years

**Meeting Attendance Record:**

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

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

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

**Family Relation with Other Directors:** None

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

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

## QUALIFICATIONS OF THE INDEPENDENT DIRECTOR

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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