

บริษัท ไดนาสตี เซรามิค จำกัด (มหาชน)

DYNASTY CERAMIC PUBLIC COMPANY LIMITED

37/7 ถนนสุทธิสารวินิจฉัย แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพฯ 10310

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No. DCC 005 / 2021

10 February 2021

Subject: Approved Dividend payment of 2020/ Delisting Plan and Tender Offer of the Royal Ceramic Industry Public Company Limited ("RCI") and the Annual General Meeting of Shareholders for the year 2021

To: The President
The Stock Exchange of Thailand

Enclosure: 1. The Company's Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19)

Dynasty Ceramic PCL ("the Company" or "The Offeror") would like to take this opportunity to announce the following resolutions passed by the Board of Directors' Meeting No.2/2021, which was held on February 10, 2021 at the company's conference room 4th. Floor, 37/7 Suttisarnvinijchai Road, SamsenNok, Huaykwang, Bangkok during 10.30-12.00 hours.

1) The Board of Directors approved the financial Statement for the year 2020 ended December 31, 2020 (Audited).

2) The Board of Directors considered to propose the Dividend Payment for the year 2023 to the Annual General Meeting of Shareholders 2021 at the rate of 0.165 Baht per share, or 85% of net profit consolidated financial statements for total number of 8,198,942,195 shares as the issued and paid-up share capital of the Company, totally 1,353.0 million Baht, some of which 0.121 Baht per share was paid as interim in cash dividend during the year 2020. The remaining for Quarter 4 (Oct-Dec 2020) of 0.044 Baht per share would be further paid out totally 360.8 million Baht. By paying from the taxable profits at the rate of 20 percent (Such dividend payment shall be further proposed to the Annual General Meeting of Shareholders 2021 for approval) and to receive dividend within 10 years.

The record date to determine names of shareholders who have the right to receive dividend payment will be on April 7, 2021. (Will mark XD or the date of excluding dividend on April 5, 2021). The dividend date will be on April 27, 2021.

3) The Board of Directors' had considered and approved the making of a tender offer by the Company for the delisting of the securities of RCI from being the listed securities on Stock Exchange of Thailand (the "SET") and the submission of a letter of intention to make a tender offer for the delisting of the securities of RCI by making a tender offer for all RCI's securities. At present, the shareholding structure of RCI comprises of The Company, which holds shares in RCI totaling of 566,692,024 shares (representing 91.87 percent of the total issued and sold shares of RCI) and the minority shareholders which hold the remaining shares in RCI totaling 50,147,341 shares (representing 8.13 percent of the total issued and sold shares of RCI). With the main objective, to

eliminate the Conflict of Interest with DCC, major shareholder of the company. Similar to the Company, DCC main business comprises of manufacturing and distribution of ceramic floors and wall tiles. Moreover, as both companies currently share the same Board of Directors, Managements, Employee, and the Office.

In making a tender offer for delisting the securities of RCI from being the listed securities on the SET, Jay Capital Advisory Company Limited is appointed as the tender offer preparer and the financial advisor of the Offeror and Maybank Kim Eng Securities (Thailand) Public company limited is appointed as the tender offer agent of the Offeror. The Offeror intends to make a tender offer for the securities of RCI at the offering price of THB 3.90 per share. The offering price is not lower than the highest price calculated based on the methods for the determination of offering price for the delisting of securities prescribed under the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (including any amendment thereto) (the "Notification TorJor. 12/2554")

Moreover, the abovementioned offering price may be adjusted if there is an occurrence of incident which causes or may cause the damage to the business, asset status, or RCI's share price, or any other incidents which cause material effect to the determination of the offering price, or any other incidents as prescribed under the Notification TorJor. 12/2554.

In this respect, the Offeror will make a tender offer for delisting the securities of WG from being the listed securities on the SET after the following conditions have been satisfied:

- (1) A shareholders' meeting of RCI resolves to approve the delisting of the securities of RCI from being the listed securities in the SET by votes of no less than three-quarters of the total issued and sold shares of RCI, with no shareholders holding shares in an aggregate amount of more than 10 percent of the total issued and sold shares of RCI opposing such delisting, in accordance with the criteria on the delisting of securities of the SET; and
- (2) The delisting of the securities from being the listed securities in the SET is approved and/or waived by the relevant regulatory agencies, including the SET, the financial institutions, and other contractual parties under the relevant agreements (where this is necessary).

In addition, the Board of Directors' Meeting considered and approved the delegation to the working team comprising of (1) Mr. Maruth Saengsastra and/or (2) Mr. Chanin Suppapinyopong to have an authority to determine and/or change the company which will make a tender offer, to change or adjust the offering price of RCI shares for the purposes of delisting of the securities of RCI from being the listed securities on the SET, pursuant to the criteria under the Notification TorJor. 12/2554 (where it is necessary), and/or to change any other relevant conditions as well as to execute relevant documentations and agreements, and to undertake any necessary and appropriate act for the completion of the tender offer for all of the securities of RCI in order to delist the securities of RCI from being the listed securities on the SET.

The making of the tender offer for all the securities of RCI constitutes an asset acquisition of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of

Assets, 2004 (collectively, the "Notifications on Acquisition or Disposal"), having the highest transaction value, calculated based on the criteria, aggregated with the value of all acquisition transactions during the past 6 months prior to the approval of the Board of Directors' Meeting on the making of the tender offer for all the securities of RCI, of less than 15 percent and does not constitute a connected transaction.

The Company is not required to prepare a report and disclose the transaction to the SET or to obtain approval from the Shareholders' Meeting pursuant to the Notifications on Acquisition or Disposal and other relevant regulations.

4) The Board of Directors confirmed a date for the 2021 Annual General Meeting of Shareholders to be held on Tuesday, March 30, 2021, at 14:30 hours. This meeting will take place at the Dynasty Ceramic Public Company Limited Building, 4th floor, 37/7 Suttisarnvinijchai Road, SamsenNok, Huai khwang, Bangkok, with the following agendas (Details of the agenda are as shown in the Notice to the Annual General Meeting of Shareholders to be publicized prior to the meeting date to shareholders on the Company's website (www.dynastyceramic.com) from Friday, March 12, 2021):

Agenda 1. To certify the Minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020

Agenda 2. To consider and acknowledge the Board of Director's report on the Company's operating results for the year 2020 and acknowledge the opinion on the delisting of the RCI's shares from being listed on the SET

Agenda 3. To consider and approve the Statement of financial for the year ended December 31, 2019

Agenda 4. To consider and approve a dividend payment and reserve legal for the year 2020

To allocate for the year 2020 as a Legal Reserve, totally 9,675,095.38 Baht. (From 72,314,326.57 Baht up to 81,989,421.95 Baht). Fully Reserved 10 % of Issued and paid – up capital (Authorized Share Capital 819,894,219.50 Baht)

Dividend payment approval at the rate of 0.165 Baht per share, or 85% of Net Profit consolidated financial statements for total number of 8,198,942,195 shares as the issued and paid-up share capital of the Company, totally 1,353.0 million Baht, of which 0.121 Baht per share was paid as interim in cash dividend during the year 2020. The remaining for Quarter 4 (Oct-Dec 2020) of 0.044 Baht per share would be further paid out totally 360.8 million Baht (Such dividend payment shall be further proposed to the Annual General Meeting of Shareholders 2021 for approval) and to receive dividend within 10 years.

The record date to determine names of shareholders who have the right to receive dividend payment will be on April 7, 2021. (Will mark XD or the date of excluding dividend on April 5, 2021). The dividend date will be on April 27, 2021.

Agenda 5. To consider and approve the re-election of directors who are due to be retired by rotation

In the year 2021, there are 4 directors who have completed their term, consisting of Mr.Trakul Winitnaiyapak, Gen.Yuthasak Sasiprapha Mr. Surasak Kosiyajinda and Mr. Maruth Saengsastra. The Board of Directors, excluding directors who completed their term in the 2021 Annual General Meeting of Shareholder, proposed the names of 4 persons which are the former directors

who have completed term in 2021. After well considered the individual qualification with unanimously agreed to propose the Annual General Meeting of Shareholders to elect the former 4 directors, namely Mr.Trakul Winitnaiyapak , Gen.Yuthasak Sasiprapha Mr. Surasak Kosiyajinda and Mr. Maruth Saengsastra by proposing to the Shareholder's Meeting to re-elect for another term.

Agenda 6.To consider and approve the remuneration for Directors and sub-committee for the year 2021

The Board of Directors agreed with the Nomination and Remuneration Committee to propose the 2021 Annual General Meeting of shareholders to acknowledge the maintaining of the remuneration of the Board of Directors for the year 2021 equal amount of the year 2020 at the rate as

- 1) Directors' meeting allowances for the directors who attended the meeting will be equal to the year 2020 as follow:

Position	(Baht/Time/Person)	
	Board of Director / Audit of Committee	sub-committee
Chairman /Advisor for Director	60,000	40,000
Director	50,000	30,000

- 2) The annual bonus of all directors and managing directors for the year 2020 at 300,000 baht per person equal amount of the year 2019

Agenda 7. To consider and approve the appointment of auditor and audit fees for the year 2021.

The Board of Directors agreed with the Audit Committee to propose the 2020 Annual General Meeting of Shareholders to appoint the auditors from Karin Audit Co., Ltd to be the auditors of the Company for the year 2021 as follows:

1. Ms. Kannika Wipanurat (CPA No.7305), being nominated as the Company's auditor during 2017-2020 by signing the Company's financial statement in the year 2020 or
2. Mr. Jirote Sirirrote (CPA No.5113), being nominated as the Company's auditor during 2017-2020 or
- 3 . Ms.Nonglak Pattanabundith (CPA No.4713), being nominated as the Company's auditor for 2020 or
4. Mrs.Sumana Senivongse na Ayuthaya (CPA No.5897), being nominated as the Company's auditor for 2020 or
5. Mr.Komin Linprachya (CPA No.3675), being nominated as the Company's auditor for the first year.
6. Mr. Mongkol Laovorapong (CPA No.4722), being nominated as the Company's auditor for the first year.
7. Ms.Kodchamon Soonhoun (CPA No.11536), being nominated as the Company's auditor for the first year.

Any auditor audit and comments on the Company's financial statements and the consolidated financial statements of the company. And to approve the

audit fee for the Company's and subsidiaries of 2021 at amount of 1.75 Million Baht decreased 5 percent from last year.

And appoint the auditor from Karin Audit Company Limited to be the auditor of the subsidiaries for the year 2021 as follows: Mr.Jadesada Hungsapruet and/or Mr.Vorapol Viriyakulpong and/or Mr.Poj Asavasuntichai and / or Mr.Vichien Prungpanich and/or Mr.Supoj Mahantachaisakul and / or Ms.Kanjawarath Siksribavorn and / or Mr.Somchai Lertyongyuth and/or Mrs.Bonggotrut Sruamsiri and/or Mr.Thanatip Ruksatienpap. Any of the above auditors to examine and comment on the financial statements of the subsidiaries and the audit fee for the year 2021 is 530,000 baht, decreased by 5 percent from last year

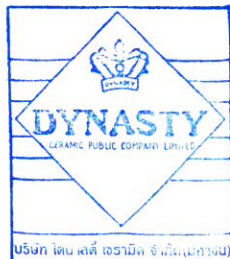
Karin Audit Co., Ltd and the above-mentioned seven auditors proposed to be the Company's auditors have neither relationship nor conflict of interest with the Company/the Management / the major shareholders, or related persons with the said entities or persons and will also be appointed as the auditors of subsidiary.

Agenda 8. Other any issues and concerns (if any).

- 5) The record date for the right of shareholders to attend the 2021 Annual General Meeting of Shareholders is on Wednesday 24 February 24, 2021 (Will mark XM or the date of excluding to attend on Tuesday February 23, 2021).
- 6) The Company is concerned over shareholder's health and safety and would like to request that Shareholders strictly follow the measures and guidelines for attending the meeting under the situation of the spread of COVID-19 attached herewith. The Company kindly requests Shareholders' cooperation to giving a proxy to DCC's Independent Director to attend the meeting on behalf of Shareholders. Shareholders are welcome to submit relevant questions prior to the meeting.

For shareholders who wish to join the meeting in person, please inform the Company in advance. The Company will arrange the meeting venue with appropriate social distancing. This will limit number of available seats in the meeting room. The health screening process will take place and there may be a delay in screening and registration for the meeting. The Company hereby apologizes for any such inconvenience that may arise.

Please be informed accordingly



Yours faithfully,

Mr. Maruth Saengsastra
Chief Executive Officer

Secretary Office
Tel. 02-2769275-80 ext. 403

The Company's Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019 (COVID-19)

1. The Company kindly requests Shareholders' cooperation in giving their proxy authority to RCI's Independent Director to attend the meeting on behalf of Shareholders by sending back the filled-in proxy form together with required documents, which will be sent to shareholders in advance, to the Secretary Office, within 30 March, 2021.

2. Shareholders can submit questions in advance by specify the question with your name, surname, phone number, email (if any) via email: Cattleya.Sa@dynastyceramic.com or sending it with a proxy, the company will answer questions through the company's website.

3. In case there are shareholders who wish to attend the Meeting in person, these shareholders are required to strictly comply with relevant laws and measures stipulated by the government entities. Your attendance to the Meeting can not to be used as an exemption of liabilities that may incur from violation of any provisions of laws. In addition, you also agree to bear any risks and impact from participating the meeting, including agreeing to take care of your own health and welfare. The Company wishes to avoid any impact that affects your health and welfare and would like to request your cooperation to strictly comply with the following measures.

3.1 The Company shall conduct health screening, in compliance with the guidelines of the Department of Disease Control, at the meeting room entrance. Attendees shall be required to truthfully fill in the COVID-19 Screening Questionnaire regarding possible infection of Coronavirus Disease 2019 before entering the venue. Please note that concealment of health information or traveling records is considered a violation of the Communicable Diseases Act B.E. 2558. The Company has organized appropriate social distancing of 2 meters in various areas, e.g., temperature-screening points, document-checking points and registration counters, as well as having limited the number of shareholders for elevator usage in each round.

3.2 The Company reserves the right to deny attendees' entry into the meeting, specifically those who are identified with a body temperature of 37.5 degrees Celsius or higher or those who have recently visited or returned from any disease infected zones as stated by the Ministry of Public Health in less than fourteen (14) days from international travel, including those who have had close contact with people who have visited or returned from any disease infected zones in less than fourteen (14) days from international travel. It also includes those having a fever or showing any signs of COVID-19 infection or respiratory symptoms.

3.3 Shareholders or proxies who are unauthorized to attend the meeting can send questions to the company staff in order to compile, prepare a summary, and attach the minutes of the meeting. In the case of shareholders, they can also appoint independent directors by using the form B to notify the intention of voting.

3.4 The company will arrange the seats in the conference room with the distance between the sets in accordance with the relevant government measures and appropriate for the place of meeting. All participants in the meeting must wear a face mask at all times.

3.5 On the meeting day, The Company kindly request shareholders, who wish to ask questions, to write down and submit their questions at the registration counter or in the meeting room instead of speaking through the room microphone. A total meeting time duration of 1.3 hours will be sufficient.

3.6 The venue will be sanitized and cleaned prior to the meeting. The Company kindly requests everyone to wear a facemask at all times.

3.7 Neither lunchbox nor coffee or tea will be served at the meeting. Foods and drinks are not allowed in the meeting area.

3.8 Printed copies of the 2020 Annual Report will not be provided at the meeting for sanitation and in order to minimize personal direct contact, and to reduce any environmental impact.

In case there are any changes in the situation or additional AGM-related measures that come from the Government entities, the Company may inform Shareholders via the Company's website www.dynastyceramic.com

Sincerely yours

Dynasty Ceramic Public Co., Ltd.