

# บริษัท ไคนาสตี้ เซรามิค จำกัด (มหาชน)

## DYNASTY CERAMIC PUBLIC COMPANY LIMITED

37/7 ถนนสุทธิสารวินิจฉัย แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพฯ 10310

37/7 SUTHISARN VINIJCHAI ROAD , SAMSENNOK , HUAYKWANG , BANGKOK 10310 , THAILAND

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No. DCC 006 / 2020

February 18, 2020

**Subject:** Resolutions of the Board of Directors Meeting No.1/2020 regarding Dividend payment) and the Annual General Meeting of Shareholders for the year 2020

**To:** The President  
The Stock Exchange of Thailand

**Enclosure:** Form to Report on Names of Members and Scope of Work of the Audit Committee F24-1

Dynasty Ceramic PCL (“the Company”) would like to take this opportunity to announce the following resolutions passed by the Board of Directors' Meeting No.1/2020, which was held on February 18, 2020 at the company’s conference room 4<sup>th</sup>. Floor, 37/7 Suttisarnvinijchai Road, SamsenNok, Huaykwang, Bangkok during 15.00-17.00 hours.

1) The Board of Directors approved the Statement of financial for the year 2019 ended December 31, 2019 (Audited).

2) The Board of Directors considered to propose the Dividend Payment for the year 2019 to the Ordinary General Meeting of Shareholders 2020 at the rate of 0.1044 Baht per share, for total number of 7,231,432,657 shares as the issued and paid-up share capital of the Company, totally 754.96 million Baht, some of which 0.0774 Baht per share was paid as interim in cash dividend during the year 2019. The remaining for Quarter 4 (Oct-Dec 2019) of 0.027 Baht per share would be further paid out totally 195.25 million Baht. The record date to determine names of shareholders who have the right to receive dividend payment will be on March 4, 2020. (Will mark XD or the date of excluding dividend on March 3, 2020). The dividend date will be on April 30, 2020. (Such dividend payment shall be further proposed to the Ordinary Annual General Meeting of Shareholders 2020 for approval.)

3) The Board of Directors confirmed a date for the 2020 Annual General Meeting of Shareholders to be held on Monday, April 20, 2020, at 15:00 hours. This meeting will take place at the Dynasty Ceramic Public Company Limited Building, 4<sup>th</sup> 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](http://www.dynastyceramic.com)) from Friday, March 20, 2020):

Agenda 1. To certify the Minutes of the 1/2019 Extraordinary General Meeting of Shareholders held on October 15, 2019

Agenda 2. To consider and acknowledge the Board of Director's report on the Company's operating results for the year 2019

Agenda 3. To consider and approve the Statement of financial position. the Statements of comprehensive Income and Cash Flow for the year ended December 31, 2019

Agenda 4. To consider and approve a dividend payment and reserve legal for the year 2019

-To allocate for the year 2019 as a Legal Reserve, totally 7,034,326.57 Baht. (From 65,280,000.00 Baht up to 72,314,326.57 Baht). Fully Reserved 10 % of Issued and paid – up capital (Authorized Share Capital 723,143,265.70 Baht)

-Dividend payment approval at the rate of 0.1044 Baht per share, at 75% of Net Profit for total number of 7,231,432,657 shares as the issued and paid-up share capital of the Company, totally 754.96 million Baht, of which 0.774 Baht per share was paid as interim in cash dividend during the year 2019. The remaining for Quarter 4 (Oct-Dec 2019) of 0.027 Baht per share would be further paid out totally 195.25 million Baht and record date to receive dividend as of March 4, 2020. The payment would be paid on April 30, 2020 and to receive dividend within 10 years (The Dividend Payment had uncertainly until passed the approval from the Ordinary General Meeting of Shareholders 2020)

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

In 2020, there are four directors who are retired by rotation consists of Mr. Chaiyasith Viriyamettakul, Mr. Siripong Tinnarat, Mr. Totsaporn Banyongwate and Mr. Monrak Saengsastra. The Committee (excluding the member with vested interests) resolved to propose to re-elect the four directors who have retired by rotation to be the Company's Directors for another term.

Agenda 6. To consider and approve the remuneration and annual bonus for Directors.

-The Board of Directors agreed with the Nomination and Remuneration Committee to propose the 2020 Annual General Meeting of shareholders to acknowledge the maintaining of the remuneration of the Board of Directors for the year 2020 equal amount of the year 2019 at the rate as

| Position                    | Board of Director /<br>Audit of Committee | sub-committee |
|-----------------------------|---|---------------|
| Chairman (Baht/Time/Person) | 60,000                                    | 40,000        |
| Director (Baht/Time/Person) | 50,000                                    | 30,000        |

-The annual bonus of all directors and managing directors for the year 2019 at 300,000 baht per person equal amount of the year 2018.

Agenda 7. To consider and approve the appointment of auditor and audit fees for the year 2020.

The Board of Directors agreed with the Audit Committee to propose the 2020 Annual General Meeting of Shareholders to appoint the auditors and approve the audit fee for the year 2020 as follows:



1) To appoint the auditors from Karin Audit Co., Ltd to be the auditors of the Company for the year 2020 as follows :

- 1.Mr. Jadesada Hungsapruerk (CPA No.3759),  
being nominated as the Company's auditor during 2017-2019 or
2. Ms. Kannika Wipanurat (CPA No.7305),  
being nominated as the Company's auditor during 2017-2019 or
3. Mr. Jirote Sirirorote (CPA No.5113),  
being nominated as the Company's auditor during 2017-2019 or
- 4.Ms.Nonglak Pattanabundith (CPA No.4713),  
being nominated as the Company's auditor for the first year or
- 5.Mrs.Sumana Senivongse na Ayuthaya (CPA No.5897),  
being nominated as the Company's auditor for the first year.

Karin Audit Co., Ltd and the above-mentioned five 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.


2) To approve the audit fee for the Company's and subsidiaries of 2020 at amount of 1,838,000 Baht increased 5 percent from last year.

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

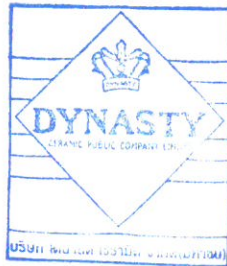
4) The record date for the right of shareholders to receive Dividend and attend the 2020 Annual General Meeting of Shareholders is on March 4, 2020.

5) The Board of Directors approved amendment charter of the Audit Committee which shall take an effect as of February 18,2020.

Please be informed accordingly.



Mr.Roongroj Saengsastra  
Chairman



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

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors Meeting of The Dynasty ceramic Public Company Limited No.1/2020 held on February 18, 2020 resolved the meeting's resolutions in the following manners:

( / ) Change scope of duties and responsibilities to the Board of Director with details as follows, amendment charter of the Audit Committee by improving the scope of duties and responsibilities to the Audit Committee in Article 4, as shown at the end of this form.

, and the renewal of which shall take an effect as of 18 February 2020

The audit committee is consisted of:

- |                                    |  |
|------------------------------------|--|
| 1. Chairman of the audit committee | Gen.Yuthasak Sasiprapha<br>Term in office 1 year and - month   |
| 2. Member of the audit committee   | Mr. Surasak Kosiyajinda<br>Term in office 1 year and - month   |
| 3. Member of the audit committee   | Mr. Siripong Tinnarat<br>Term in office 1 year and - month     |
| 4. Member of the audit committee   | Mr. Totsaporn Banyongwate<br>Term in office 1 year and - month |

Secretary of the audit committee Miss Somruthai Boonyarit

The audit committee number 3 has adequate expertise and experience to review creditability of the financial reports.

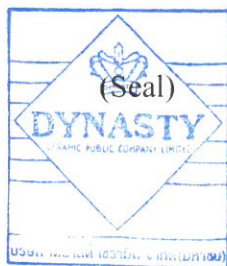
The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. to review the Company's financial reporting process to ensure that it is accurate and adequate;
2. to review the Company's internal control system and internal audit system to ensure that they are suitable and efficient and to determine and internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of internal audit unit or any other unit in charge of an internal audit activity;
3. to review the Company's compliance with the Securities and Exchange law, the Stock Exchange's regulations, and the laws relating to the Company's business;
4. to consider, select, nominate or discharge an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. to review the related transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Stock Exchange's regulations to ensure reasonableness and for the highest benefit of the company;

6. to prepare the Audit Committee Report and to disclose in the Company's Annual Report. An Audit Committee Report must be signed by the audit committee chairman and consist of at least the following information;
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the Securities and Exchange law, the Stock Exchange's regulations, or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interests,
  - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors; and
7. to review the adequacy and effectiveness of policies related to the Company's risk management.
8. to review management and employees to ensure that all are acknowledged of the policies and comply with the codes of conduct as well as the written anti-corruption policy of the Company.
9. to perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

The Company hereby certifies that

1. The qualifications of the aforementioned audit committee members fully meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand.



Signed.....  
 (Mr Roongroj Saengsastra) Director

Signed.....  
 (Miss Cattleya Saengsastra) Director