

No. DCC 372 / 2019

October 25, 2019

**Subject:** Invitation to Shareholders to Propose the 2020 Annual General Shareholder's Meeting Agenda and Names of Director Nominees in Advance

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

Dynasty Ceramic Public Company Limited ("DCC") would like to inform that, according to the good corporate governance regarding the equitable treatment of shareholders, DCC would like to invite the shareholders to propose agenda of 2020 Annual General Shareholders' Meeting and names of qualified candidates to be nominated for selection as the Company's Board of Directors in compliance with the criteria as announced on the Company's website <http://www.dynastyceramic.com> from 25 October 2019 to 31<sup>st</sup> December 2019.

Yours sincerely,

Dynasty Ceramic Public Company Limited



(Miss Cattleya Saengsastra)

Executive Director & Company's Secretary

Corporate Secretary

Tel: 0-2276-9275 ext-403

Fax: 0-2276-9913

The criteria for shareholders to propose agenda and/or to nominate qualified candidates to be elected as Directors at the 2020 Annual General Meeting of Shareholder of  
Dynasty Ceramic Public Company Limited

1. Objectives
2. Qualification of Shareholders
3. Agenda Proposal
4. Candidate Nomination
5. Criteria for Consideration

1. **Objectives**

Dynasty Ceramic Public Company Limited (the Company) recognizes the importance of shareholders and the practice of good corporate governance, the Company, thereby facilitates shareholders in proposing agenda and/or nominating qualified candidates for the Company's Director election, in advance of the Annual General Meeting (AGM) by following the Company's criteria.

2. **Qualification of Shareholders**

Shareholders wishing to propose agenda and/or candidates to be elected as Directors must possess the following qualifications:

- 2.1. Being a shareholder or group of shareholder.
- 2.2. Holding the Company's shares collectively at the minimum 100,000 shares.
- 2.3. Shares shall be held for not less than 12 consecutive months prior to the date of proposal/nomination.

3. **Agenda Proposal**

The shareholders, who fully qualified all criteria stated in No.2, can propose agenda for consideration by the Board of Directors and the shareholders meeting by completely filling in and signing the Agenda Proposal Form (Form 1).

4. **Candidate Nomination**

4.1 The shareholders, who fully qualified all criteria stated in No.2, can nominate a list of qualified candidates to be elected as Directors by completely filling in the Candidate Nomination Form (Form 2) and submit the resume of the proposed candidate together with the signature of consent of the candidate(s) and any other supplementary information/documents considered appropriate for the Board of Directors' consideration.

#### 4.2 Qualifications of Directors:

- 4.2.1. Be qualified and possess none of the characteristics prohibited under Public Limited Companies Act, Securities and Exchange Act, and the related Notification.
- 4.2.2. Be knowledgeable, capable and possess a variety of skills and working experiences in Financial, Accounting, Legal, or Management that are beneficial for the Company.
- 4.2.3. Declare no conflict of interest with the Company such as:
  - Shareholding or involve in an ordinary partnership or a general partner in a limited partnership, or hold a directorship position in a private or public company that operates the same nature of business with Dynasty Ceramic and is in competition with the business of the Company.
  - Shareholding or involve in an ordinary partnership or a general partner in a limited partnership, or hold a directorship position in a private or public company that have any direct and/or indirect interest in Dynasty Ceramic as counterparty or related company.
  - Available for meetings and able to use knowledge, capability and experiences for the business conduct and truly interested in Company's business.

#### **5. Criteria for Consideration**

Shareholders who propose agenda and/or candidates to be elected as Directors must submit the evidence for share held as stated in No.2 such as a copy of Share Certificates, certified letter from the securities companies or other evidences issued by the Stock Exchange of Thailand.

Shareholder can submit the proposal or nomination together with signed documents and various evidences as supporting documents for Board of Directors' consideration by registered mail to below address before December 31, 2019. As such, postmarked date on the envelope will be accounted for.

#### **The Company's Secretary**

Dynasty Ceramic Public Company Limited  
37/7 Suthisarvinijchai Road Samsennok Hueykwang  
Bangkok Thailand 10310

The management committee will consider in prior and propose to the Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end within January 2020. The approved agenda will be proposed in the agenda in the 2020 Annual General Shareholder Meeting.

2020 Annual General Meeting of Shareholder Agenda Proposal Form of  
Dynasty Ceramic Public Company Limited

Name (Mr. / Mrs. / Miss) .....holding  
Dynasty Ceramic Public Company Limited.....shares Address .....  
Road ..... Subdistrict .....  
District.....Province.....Postal Code.....  
Telephone No. ....Fax No.....E-mail Address.....

I would like to propose below agenda in the 2020 Annual General Meeting of Shareholder:

.....  
.....  
with details including reasonable supporting.....  
.....  
.....  
.....  
.....

and attached supplementary to be enclosed with this form..... pages

I certify that the information provided above are completed and true and evidence of shares held and supporting documents submitted herewith are authentic.

Signature..... Shareholder

(.....)

Date.....

Remark

1. Shareholders must enclose evidence of shareholding such as the certificate of shareholding form from a securities company or any other certified letter from the securities company or other evidences from the Stock Exchange of Thailand (SET). In case the shareholders are juristic person, the copy of company's affidavit ( issued not more than 3 months) and the copy of identification card/passport (in case of foreigner) of authorized director who has signed the form proposed must be enclosed and certified true copies by such director.
2. The proposed agenda must submitted to the Company's Secretary at the company's address by December 31, 2019 for consideration by the Board of director in accordance with the company's rules and proposed to the Annual General Meeting of shareholders in year 2020.
3. In case one or more shareholders proposed more than one agenda, each shareholder must filled in and sign Form 1 as evidence separately.
4. In case shareholders have their title, name, or surname changed, the certified true copy of evidence of those changes must be enclosed.
5. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information or inaccurate or the contact information provided cannot be contacted, or unqualified as indicated.

2020 Annual General Meeting of Shareholder Candidate Nomination Form of  
Dynasty Ceramic Public Company Limited

(1) Name (Mr. / Mrs. / Miss) .....holding  
Dynasty Ceramic Public Company Limited.....shares Address .....  
Road ..... Subdistrict ..... District.....  
Province .....Postal Code..... Telephone No. ....  
Fax No. ....E-mail Address.....

(2) I would like to nominate (Mr. / Mrs. / Miss) .....  
Age..... years who fully qualified all criteria stated in No.4 to be elected as Company's Director and  
enclosed with this form, I have submitted the resume of the proposed candidate together with the signature of  
consent of the candidate and other supplementary information/documents total..... pages

I certify that the information provided above are completed and true and evidence of shares held and  
supporting documents submitted herewith are authentic.

Signature..... Shareholder  
(.....)  
Date .....

(3) I (Mr. / Mrs. / Miss) .....hereby  
consent to this proposal for the nomination as Company's Director (2) and certify that I my qualification meet  
all criteria stated in No.4 and accept to comply with the practice of good corporate governance.

Signature..... Nominated Person  
(.....)  
Date .....

## Remark

1. Shareholders must enclose evidence of shareholding such as the certificate of shareholding form from a securities company or any other certified letter from the securities company or other evidences from the Stock Exchange of Thailand (SET). In case the shareholders are juristic person, the copy of company's affidavit ( issued not more than 3 months) and the copy of identification card/passport (in case of foreigner) of authorized director who has signed the form proposed must be enclosed and certified true copies by such director.

2. The proposed agenda must submitted to the Company's Secretary at the company's address by [December 31, 2019](#) for consideration by the Board of director in accordance with the company's rules and proposed to the Annual General Meeting of shareholders in year 2020.

3. In case one or more shareholders proposed more than one agenda, each shareholder must filled in and sign Form 1 as evidence separately.

4. In case shareholders have their title, name, or surname changed, the certified true copy of evidence of those changes must be enclosed.

5. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information or inaccurate or the contact information provided cannot be contacted, or unqualified as indicated.

6. A person to be nominated for election as Directors shall possess qualifications and shall not have any prohibited characteristics as follows:

6.1 having qualification and not having prohibitive characteristics under the Public Limited Companies Law, Securities and Exchange Law and good corporate governance policy of the company.

6.2. Be knowledgeable, capable and possess a variety of skills and working experiences in Financial, Accounting, Legal, or Management that are beneficial for the Company.

6.3. Declare no conflict of interest with the Company stated in No.4

6.4. Having enough time for the company both during and off meeting hours, also being able to attend to other matters as assigned by the board of directors.