



DOCUMENTS FOR

THE ANNUAL GENERAL  
MEETING OF SHAREHOLDERS  
FOR THE YEAR 2026

THE UNION MOSAIC INDUSTRY  
PUBLIC COMPANY LIMITED



บริษัท สหโมเสคอุตสาหกรรม จำกัด (มหาชน)  
THE UNION MOSAIC INDUSTRY PUBLIC COMPANY LIMITED

Reference No. UMI 004 /2026

13 March 2026

Subject: Invitation to Attend the Annual General Meeting of Shareholders for the Year 2026

To: Shareholders of the Company

Enclosure: 1. Copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2025

2. Annual Report 2025, Form 56-1 e-One Report

3. Proxy Form

4. The Company's Articles of Association on the Shareholders' Meeting

5. Map of the Meeting Room Location

The Board of Directors of the Union Mosaic Industry Public Company Limited ("the Company" or "UMI") has resolved to convene the Annual General Meeting ("AGM") of Shareholders for the year 2026 on 30 April 2026 at 14.00 hours at the Building's meeting room, 27<sup>th</sup> floor, Chamnan Phenjati Business Center Building, 65 Rama 9<sup>th</sup> Road, Huaykwang Sub-district, Huaykwang District, Bangkok 10310, to consider the following matters:

**Agenda No.1: To consider and approve the minutes of the 2025 Annual General Meeting of Shareholders.**

**Objectives and Reasons:** The Company has arranged for the Annual General Meeting ("AGM") of Shareholders for the Year 2025 to be held on 30 April 2025, and submitted the copy of the minutes of the said meeting with details as indicating in the enclosed documents no. 1.

**Board of Directors' Opinion:** The Board of directors had considered that the Minutes of the said meeting were correct and deems appropriate to propose the shareholders' meeting to adopt the Minutes of the AGM of Shareholders for the Year 2025.

**Agenda No.2: To consider and approve the Company's operating results and the Statement of Financial Position and the Statement of Comprehensive Income for the year 2025.**

**Objectives and Reasons:** The Company's operation results for the year ended 31 December 2025, net profit of 53,333,011 Baht after income tax deduction of the separate financial statements. As details appear in the annual report 2025, which has already been sent to the shareholders.

**Board of Directors' Opinion:** The Board of Directors has considered and recommended the shareholders' meeting to consider acknowledgement of the Company's business operation of the previous year and also approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31 December 2025, which has been reviewed by the certified public accountant.

**Agenda No.3: To consider and approve the appropriation of profit and dividend payment for the year 2025**

**Objectives and Reasons:** In the year 2025, the company had a net profit 53,333,011 Baht after income tax deduction of the separate financial statements. The Company does not have to make a reserve according to the law and the Company has already made fully legal reserve at 10 percent of paid up capital and pays dividends payment for the performance of the year 2025.

**Board of Directors' Opinion:** As the Company's performance in 2025, net profit of 53,333,011 Baht after income tax deduction of the separate financial statements. The Board of Director has recommended that it is therefore appropriate for the shareholders' meeting to approve the allocation of dividend payment for the operating results of the year 2025. As for the legal reserve, the company has already made fully legal reserve at 10 percent of paid up capital. And to approve the dividend payment for operating results of the fiscal year 2025 at rate of 0.04 Baht per share, total 836,504,741 shares, totaling 33,460,189.64 Baht. The Company will pay this dividend payment according to the dividend payment policy that is reported to SET with specified payment of not less than 50 percent of the net profit generated from operations after income tax deduction of the separate financial statements.

**A comparison with the previous year of the rate of dividend payment is as follows:**

<b>Item</b>	<b>2025 (As currently proposed)</b>	<b>2024</b>
1. Net Profit (Million Baht)	53.33	38.93
2. Number of Shares (Million Shares)	836.50	836.50
3. Earnings per Share (Baht)	0.06	0.05
4. Dividend Payment per Share (Baht)	0.04	0.025
- Dividends paid for net profit	0.04	0.025
- Dividends paid for Retained earnings		
5. Total Dividend Payment (Million Baht)	33.46	20.91
- Dividends paid for net profit	33.46	20.91
- Dividends paid for Retained earnings		
6. Dividend Payout Ratio (Percentage)	62.74	53.72

**Agenda No.4: To consider and determine the remuneration of directors for the year 2026**

**Objectives and Reasons:** The Board of Directors shall set the policy and principle, which relate to the Company's performance and pursuant to Section 90 Paragraph 2 of Public Limited Company Act, which are specified that in case the Company's Article of Association has not been indicated, the remuneration of the Company's directors shall be decided by the resolution of the shareholders' meeting, which require at least two-thirds of the votes of shareholders at the Meeting of Shareholders.

**Board of Directors' Opinion:** At present, Remuneration Committee has not yet been appointed. Therefore, the Board of Director's meeting has carefully considered the remuneration of directors by comparing with the growth and the business performance of the Company and therefore would like to submit for recommendation that the shareholders' meeting consider and approve the payment

of monthly remuneration to each director at 20,000 Baht, and each Audit Committee shall receive additional monthly remuneration of 5,000 Baht. Moreover, the Chairman of Board of Directors shall receive the monthly remuneration of 40,000 Baht. This specified remuneration is for attending quarterly Board of Directors' Meeting, totaling 4 times a year. If there is anymore meeting other than these, the remuneration to each director shall be equal to monthly meeting allowance at 20,000 Baht per meeting and to the Chairman of the Board of Directors at 40,000 Baht per meeting respectively; Determination of remuneration paid to directors in 2026 equal to the remuneration paid in 2025.

The Company does not pay any other benefits to directors (as in the previous year), except the salaries of the directors who held the positions in management, which have already been disclosed in the Annual Report.

**Comparative data on compensation in the past year**

**Unit : Baht**

<b>Comparative information on director's remuneration</b>	<b>2026</b>	<b>2025</b>
Chairman's remuneration per year	480,000	480,000
Director's remuneration per year	2,640,000	2,640,000
Audit Committee's remuneration per year	180,000	180,000
Total director's remuneration per year	3,300,000	3,300,000

**Agenda No.5: To consider and approve the appointment of directors to replace those who retire by rotation**

**Objectives and Reasons:** According to the Public Company Act and Articles of Association of the Company Clause No. 21, it is specified that in every Annual General Meeting of shareholders, one-third of directors shall be retired and the directors, who retire as their terms are expired, may have been re-elected to take their positions again. In the year 2026, 4 directors, who have to retire due to expiration of their term, are as follows:

Item	Name and Surname	Position	Period in the Position
1	Mrs.Nopparat Runguthaisiri	Chairman of Audit Committee / Independent Director	7 Periods
2	Mr.Krit Phanratanamala	Audit Committee, Independent Director	7 Periods
3	Mr.Voravat Tantranont	Director	7 Periods
4	Miss.Pavarisa Phenjati	Director	3 Periods

**Board of Directors' Opinion:** At present, Nomination Committee has not yet been appointed, therefore the nomination and selection process will not be considered by Nomination Committee. The whole Board of Directors except the directors, who have been nominated, has jointly considered various property qualifications especially competence, experience, and expertise from various fields of occupation including their performance as director of the Company during the past period. Therefore, an agreement has been reached to submit the name of 4 directors, whose term have previously been expired, to be back as directors for another term. There is no nomination from the shareholders.

The resume about age, education, the Company's shares holding, number of attending the meeting as director in the previous year,date month year of appointment as director of the Company, training course as director, experience, and position in other entities of the nominated directors to be back as directors for another term, as Attachment 1.

Item	Name and Surname	Position in Other Business that Compete / Connect with the Company Business	Position
1	Mrs.Nopparat Runguthaisiri	None	Chairman of Audit Committee / Independent Director
2	Mr. Krit Phanratanamala	None	Audit Committee, Independent Director
3	Mr.Voravat Tantranont	Director : T.T. Ceramic Public Co.,Ltd	Director
4	Miss.Pavarisa Phenjati	None	Director

The definition of independent director of the Company, which is equal to the minimum requirement of Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET), can be found in detail in “Item 8, Key Performance Report on Corporate Governance in the Company’s 56-1 One Report for the year 2025” in the company’s 2026 Annual Report.

Nominatee for the independent director shall not be the executive director, worker, employee or advisor that receive the regular salary, shall not be the person who provides any professional services, and shall not have any significant business relationship with the company, subsidiary company or juristic person that might have any conflicts at present and within the past 2 years.

The person who was nominated as Independent Director No. 1 and 2 has been in the position for 20 years, even though he has been in office for more than 9 consecutive years but he understand the business of the company and has knowledge and ability. Therefore, he was proposed to hold the position for another term.

**Agenda No.6: To consider and approve the appointment of auditors and to determine the auditors’ remuneration for the year 2026**

**Objectives and Reasons:** To comply with the Public Limited Company Act B.E. 2535 and the Article of Association Clause No. 38 (5) stipulates that the auditor shall be appointed and remuneration shall be fixed at every annual general meeting of shareholders. And according to the Securities and Exchange Commission’s announcement, the listed companies in SET have to rotate their auditors every 7 years whether consecutive or not by providing that the company shall also be able to appoint new auditors from the same audit company. The Company shall appoint the Company’s auditor, who retires from duty by rotating this auditor back to be the Company’s auditor when the time has already been expired at least 5 consecutive years counted from the date that the said auditor retired from the duty or according to other criteria.

**Board of Directors’ Opinion:** The Board of Directors has considered the suggestion of the Audit Committee and recommended that the AGM of shareholders should appoint auditor from Karin Audit Co., Ltd. to be the Company’s auditor for the fiscal year 2026, by specifying that any of the following auditors shall be authorized to review and give opinion on the Company’s financial statements, namely;

1. Mr. Thanathit Raksathianraphap CPA registration no.13646, and/or
2. Ms. Kannika Wipanurat CPA registration no. 7305, and/or
3. Mr. Wichian Proongpanich CPA registration no. 5851, and/or
4. Ms. Bongkotrat Suamsiri CPA registration no. 13512, and/or
5. Ms. Kanita Sawangwong CPA registration no. 14943 or

Other authorized certified public accountants from Karin Audit Co., Ltd to be appointed as the Company auditors and being authorized to review and give opinion on the Company’s financial statements with Mr. Thanathit Raksathianraphap being the auditor of the Company for 5 year. All of them do not have any relation or any conflict of interest with the Company, subsidiaries, the management or major shareholders or related to such persons. In order that the auditing shall be done continuously, the Board of directors proposed that any of the auditors shall be the auditor of the company and comments on the financial statements of the Company. Karin Audit Co., Ltd. is the auditor of T.T. Ceramic Public Company Limited, which is the Company’s subsidiary and not the auditors of the other subsidiaries or associated companies, as the other subsidiaries and associated companies have already had their own existing auditors and finally the board will ensure that the financial statements can be prepared on time. In addition, the auditing fee is fixed at 2,044,000 Baht without other expenditures. The auditing fee paid in 2026 is higher than 2025 which was 1,974,000 Baht

**A Comparison with annual audit fees as follows:**

**Unit : Baht**

Audit fee	2026 (As currently proposed)	2025	Increase
The auditing fee for year	2,044,000	1,974,000	70,000

**Agenda No. 7: To consider and approve the acquisition of assets from T.T. Ceramic Public Company Limited**

**Objectives and Reasons:** The acquisition of assets used in the conduct of the business from T.T. Ceramic Public Company Limited (“the Transferor” or “TTC”), a subsidiary of the Company, is undertaken for the purpose of carrying out an internal group restructuring in order to align the group’s structure with its current business operations and to enhance flexibility in the management of the group. Such restructuring is intended to improve the efficiency of business management and resource utilization and to support value creation and the Company’s sustainable growth in the future.

TTC operates a business engaged in the manufacturing of floor and wall tiles. In recent years, TTC has continuously incurred losses and total liabilities exceeding its total assets, resulting in negative shareholders' equity position and liquidity constraints. Consequently, TTC has been in continuous default of its debt obligations since 2019 (B.E. 2562) and has been required to consider debt restructuring alternatives with financial institutions and the Company, in its capacity as a creditor. Such restructuring has been implemented through the transfer of assets to the Company in lieu of debt repayment, in accordance with the terms and conditions prescribed in the debt restructuring agreement entered into by TTC with the two aforementioned creditors (the "**Debt Restructuring Agreement**").

In addition, TTC is the legal owner of land, buildings, factory facilities, warehouses, office buildings, machinery, and other assets used in its business operations, which are of the same nature as the business operated by the Company. The acquisition of such assets will benefit the Company by enabling the expansion of its production lines and, at the same time, by reducing the debt burden of both TTC and the Company.

The transfer of assets in lieu of debt repayment by TTC, in its capacity as a debtor, shall be carried out through the transfer of assets used in the conduct of the business to the Company, provided that the value of the transferred assets is not lower than their fair market value as at the transfer date, in order to settle the indebtedness in accordance with the terms and conditions stipulated in the debt restructuring agreement. The total transaction value amounts to Baht 330,100,140. The Company expects that the asset transfer transaction will commence in or around July 2026.

At present, TTC as a debtor is obliged under the Debt Restructuring Agreement to transfer assets by way of a transfer of the entire business or other method as mutually agreed, in order to repay its indebtedness to UMI. Such transfer shall include the transfer of secured assets and assets used in the conduct of the business, the value of which shall be applied toward debt repayment, with the details and valuation of such assets to be mutually agreed. On a preliminary basis, the assets to be acquired from TTC consist of the following:

1. Land, buildings, factory facilities, and structures, under 10 title deeds, with a total area of 98 rai, 3 ngan, and 82 square wa; and

2. Machinery used in the conduct of the business.

The acquisition of assets used in the conduct of the business is undertaken for the purpose of receiving debt repayment from TTC under the debt restructuring agreement and enabling UMI to continue operating the business using the acquired assets. Accordingly, the asset transfer agreement shall stipulate additional conditions relating to, among others, the following matters:

1. The transfer of employees (subject to their consent) to become employees of UMI, with continuity of employment recognized, together with the transfer of accrued employee benefit reserves of such consenting employees as reflected in TTC's financial statements to UMI
2. Rights under security deposits or guarantees for electricity, water supply, gas, and other utilities (if any) in respect of the factory used as the place of business operations; and
3. Conditions relating to the lease of premises and the engagement of asset caretaking provided to TTC for TTC's remaining assets after the asset transfer.

The acquisition of assets from TTC as described above constitutes an intra-group transaction under common control. Accordingly, such transaction does not fall within the scope an acquisition or disposition of assets under the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Significant Transactions Qualified as Acquisition or Disposition of Assets dated August 31, B.E. 2551 (2008) (as amended), 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 B.E. 2547 (2004) dated October 29, B.E. 2547 (2004) (as amended). It is also considered a connected transaction that is exempted under the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions dated August 31, B.E. 2551 (2008) (as amended), 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 Connected Transactions B.E. 2546 (2003) dated November 19, B.E. 2546 (2003) (as amended).

Notwithstanding the foregoing, the acquisition of the assets used in the conduct of the business of another company or a private company by a company, which therefore requires approval from the shareholders' meeting by a vote of not less than three-fourths of the total voting rights of the shareholders attending the meeting and having the right to vote, in accordance with Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended). The Company expects that the asset acquisition from TTC will commence in July 2026.

In addition, it is proposed that the shareholders' meeting consider and approve the authorization of the Board of Directors, the Executive Committee, or any person(s) designated by the Board of Directors, to have the authority to take any actions in connection with the acquisition of assets from T.T. Ceramic Public Company Limited, including but not limited to the following matters:

- (1) To consider the acquisition of additional assets, other than those listed above, within the following scope of authority:
  - (A) such assets shall not constitute core assets used in the conduct of the business; and
  - (B) any other assets (such as finished goods), provided that the value of each category of such assets does not exceed Baht 50,000,000.
- (2) To consider and determine additional assets to be transferred, and to negotiate, enter into, prepare, amend, execute, and certify asset transfer agreements and all documents related to the acquisition of assets, including liaising, coordinating, submitting applications and/or related documents to, and receiving approvals from, the relevant authorities.
- (3) To undertake any and all actions that are related to or necessary for the acquisition of assets from TTC, including, but not limited to, determining or amending the asset transfer date and determining or amending the purchase price of the assets, in order to ensure compliance with the rules, procedures, and conditions governing asset transfers pursuant to Royal Decree No. 742 issued under the Revenue Code on Tax Exemptions, including other related notifications.

**Board of Directors' Opinion:** The Board of Directors resolved to propose to the annual general meeting of shareholders for consideration and approval the acquisition of assets used in the conduct of the business from T.T. Ceramic Public Company Limited, a subsidiary of the Company, for the purpose of carrying out an internal group restructuring to align the group's structure with its current business operations and to enhance flexibility in the management of the group. Such acquisition is expected to improve the

efficiency of business management and resource utilization and to create additional value to support the Company's future growth. The Board of Directors further resolved to authorize the Board of Directors, the Executive Committee, or any person(s) designated by the Board of Directors to carry out any actions relating to the acquisition of assets used in the conduct of the business, as described above.

**Resolution** Pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992), as amended, this agenda item must be approved by a resolution passed by a vote of not less than three-fourths (3/4) of shareholders attending the meeting and having the right to vote.

**Agenda No. 8: To consider other matters (if any).**

The Company would like to notify that the Record Date for the shareholders to receive dividend payment will be on 12 May 2026 and the dividend payment is set to be paid on 28 May 2026. Moreover, the right to receive the aforementioned dividend is still under uncertainty as it has to be approved by the Shareholders' meeting. The Company has fixed the Record Date on which shareholders have the right to attend the 2026 AGM of Shareholders as at 11 March 2026.

All shareholders are cordially invited to attend the Meeting on the date, time and place as aforementioned. The Company will open for shareholders' registration from 13.30 hours onwards until the Meeting starts. Any shareholders, who are not able to attend and vote in this meeting, please appoint proxy to participate in the meeting, by using the enclosed document form no. 3, which is proxy form. And if any shareholders would like to appoint the independent directors as their proxy, the Company has also assigned the independent directors consisting of: (1) Mrs. Nopparat Runguthaisiri, ages 74 years, Chairman of the Audit Committee and Independent Director ; (2) Mr. Supoj Kaewmanee, ages 65 years, Audit Committee Member and Independent Director. The information about this independent director, who has been assigned as proxy, as Attachment 2.

These 2 independent directors, who have been assigned by the Company as proxy, who do not have any conflicts of interest in this meeting's agenda and are not related to the executives or the major shareholders of the Company or subsidiaries.

The Company would like to make a request that shareholders shall be well informed and proceeded according to the condition and method of registration in attending the shareholders' meeting by checking on document and evidence to be declare as the shareholders. The documents that attendants of the meeting have to prepare are specified at the end of proxy form.

For the convenience of the shareholders to attend the meeting, the Company has sent the map of meeting room location in the enclosed document form no. 5.

Moreover, the Company has publicized details of agenda of the meeting according to the invitation letter to attend the AGM of Shareholders for the year 2026 in advance on the Company's website ([www.umi-tiles.com](http://www.umi-tiles.com)) from 30 March 2026, before the shareholders' meeting at least 30 days.

Please be informed accordingly.

Yours Sincerely,  


(Mr. Surin Wongkittipat)  
Secretary of the Company

Information about directors was nominated to return to their positions.

**Mrs. Nopparat Runguthaisiri**

<b>Age</b>	74 years
<b>Position</b>	Director / Independent Director / Chairman of the Audit Committee (Non-Executive Director)
<b>Education</b>	<ul style="list-style-type: none"> <li>• Master of Science in Statistics, Texas A&amp;M University, USA</li> <li>• Bachelor of Science in Statistics, Chulalongkorn University</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Senior Researcher, Chulalongkorn University Academic Service Center</li> <li>• Retired government officer and lecturer, Faculty of Commerce and Accountancy, Chulalongkorn University</li> </ul>
<b>Other Position in Listed Companies</b>	None
<b>Other Position in Non-Listed Companies</b>	<ul style="list-style-type: none"> <li>• Director, Nawat Energy Co., Ltd.</li> <li>• Director, UMI Deep Tech Co., Ltd.</li> </ul>
<b>Family Relationship among Directors and Executives</b>	None
<b>Legal Disputes in the Past 5 Years</b>	None
<b>Training Program Organized by the Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP)</li> <li>• Updated COSO Enterprise Risk Management: Integrating with Strategy and Performance</li> </ul>
<b>Training in the Past Year</b>	None
<b>Number of Board Meetings Attended</b>	Board : 5/5 Audit Committee : 4/4
<b>Trading of Company Shares During the Year</b>	None
<b>Shareholding in the Company</b>	None

Information about directors was nominated to return to their positions.

**Mr. Krit Phanratanamala**

<b>Age</b>	57 years
<b>Position</b>	Director / Independent Director / Audit Committee Member (Non-Executive Director)
<b>Education</b>	<ul style="list-style-type: none"> <li>• Master of Business Administration, University of Florida, USA</li> <li>• Master of Science, Imperial College, London</li> <li>• Bachelor of Engineering, Chulalongkorn University</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Director, Quality Houses PCL</li> <li>• Director, Diamond Building Products PCL</li> <li>• Managing Director, Thai Prosperity Advisory Co., Ltd.</li> <li>• Managing Director, Bualuang Ventures Co., Ltd.</li> </ul>
<b>Other Position in Listed Companies</b>	Director, TPBI PCL
<b>Other Position in Non-Listed Companies</b>	Director, Bualuang Venture Co., Ltd.
<b>Family Relationship among Directors and Executives</b>	None
<b>Legal Disputes in the Past 5 Years</b>	None
<b>Training Program Organized by the Thai Institute of Directors Association (IOD)</b>	<ul style="list-style-type: none"> <li>• Director Certification Program (DCP)</li> <li>• Advanced Audit Committee Program</li> <li>• Strategic Board Master Class Retreat</li> </ul>
<b>Training in the Past Year</b>	None
<b>Number of Board Meetings Attended</b>	Board : 5/5 Audit Committee : 4/4
<b>Trading of Company Shares During the Year</b>	None
<b>Shareholding in the Company</b>	None

Information about directors was nominated to return to their positions.

**Mr. Voravat Tantranont**

<b>Age</b>	66 years
<b>Position</b>	Director / Executive Director (Executive Director)
<b>Education</b>	<ul style="list-style-type: none"> <li>• Honorary Doctor of Business Administration, Chiang Mai University (2026)</li> <li>• Master of Business Administration, Saint Louis University, St. Louis, MO, USA</li> <li>• Barrister-at-Law</li> <li>• Bachelor of Laws, Chulalongkorn University</li> </ul>
<b>Experience</b>	Managing Director, Tantraphan Department Store (Chiangmai)
<b>Other Position in Listed Companies</b>	None
<b>Other Position in Non-Listed Companies</b>	<ul style="list-style-type: none"> <li>• Chief Executive Officer, Choice Ministore Co., Ltd.</li> <li>• Director, Choice Training Co., Ltd.</li> <li>• Director, Tantraphan Supermarket (1994) Co., Ltd.</li> <li>• Director, Tantraphan Group Co., Ltd.</li> <li>• Director, Tantraphan Food Co., Ltd.</li> <li>• Director, Thorattakorn Holding Co., Ltd.</li> <li>• Director, Thorattakorn Development Co., Ltd.</li> <li>• Director, Thorattakorn Asset Co., Ltd.</li> <li>• Director, Tan Nguan Chun (2025) Co., Ltd.</li> <li>• Director, T.T. Ceramic PCL</li> </ul>
<b>Family Relationship among Directors and Executives</b>	Yes
<b>Legal Disputes in the Past 5 Years</b>	None
<b>Training Program Organized by the Thai Institute of Directors Association (IOD)</b>	Director Accreditation Program (DAP)
<b>Training in the Past Year</b>	Online Director's Briefing: ESG Risks Mitigation, organized by the Stock Exchange of Thailand (SET) in collaboration with the Thai Institute of Directors Association (IOD)
<b>Number of Board Meetings Attended</b>	Board : 4/5 Executive Committee : 12/12
<b>Trading of Company Shares During the Year</b>	None
<b>Shareholding in the Company</b>	<ul style="list-style-type: none"> <li>• Direct holding: 5,698,750 shares (0.68%)</li> <li>• Indirect holding by related persons under Section 59: 77,676,534 shares (9.29%)</li> </ul>

Information about directors was nominated to return to their positions.

### Miss Pavarisa Phenjati

<b>Age</b>	41 years
<b>Position</b>	Director / Executive Director (Executive Director)
<b>Education</b>	<ul style="list-style-type: none"> <li>• Graduate Diploma, Program for Leadership Development (PLD), Harvard Business School, Harvard University</li> <li>• Certificate in Creating Share Value, Harvard Business School, Harvard University</li> <li>• Certificate in Driving Digital Strategy, Harvard Business School, Harvard University</li> <li>• Certificate in Aligning Strategy and Sales, Harvard Business School, Harvard University</li> <li>• Master of Science in Architecture and Applied Economics, Chulalongkorn University</li> <li>• Bachelor of Economics (International Program), Chulalongkorn University</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Part-time lecturer, Bangkok University International College, Department of Economics, Marketing, and Management</li> <li>• Chief Executive Officer, Pawa Group Co., Ltd.</li> </ul>
<b>Other Position in Listed Companies</b>	None
<b>Other Position in Non-Listed Companies</b>	Chief Executive Officer, Pawa Group Co., Ltd.
<b>Family Relationship among Directors and Executives</b>	Yes
<b>Legal Disputes in the Past 5 Years</b>	None
<b>Training Program Organized by the Thai Institute of Directors Association (IOD)</b>	None
<b>Training in the Past Year</b>	None
<b>Number of Board Meetings Attended</b>	Board : 5/5 Executive Committee : 12/12
<b>Trading of Company Shares During the Year</b>	None
<b>Shareholding in the Company</b>	<ul style="list-style-type: none"> <li>• Direct holding: 3,360,000 shares (0.40%)</li> <li>• Indirect holding by related persons under Section 59: None</li> </ul>

Information about independent directors that the company proposes to serve as proxies from shareholders.



1. Mrs. Nopparat Runguthaisiri

Chairman of Audit Committee /Independent Director

Age: 74 years old

Contact address: 683 Soi Pattanakarn 74, Prawet Sub-district, Prawet District, and Bangkok 10250

Special interest in the proposed agenda: None



2. Mr. Supoj Kaewmanee

Audit Committee/ Independent Director

Age: 65 years old

Contact address: 11/445 Soi Ramkhamhaeng 44, Hua Mak Sub-District, Bangkok

District, Bangkok 10240

Special interest in the proposed agenda: None



(Translation)

**Minutes of the Annual General Meeting (AGM) of Shareholders for the Year 2025**

**Of**

**The Union Mosaic Industry Public Company Limited**

The Union Mosaic Industry PCL (“UMI”, the “Company”) has held the Annual General Meeting (AGM) of Shareholders on Wednesday of April 30th, 2025 at 14.00 hours at the meeting room, 27th floor, Chamnan Phenjati Business Center Building, 65 Rama 9 Road, Huai Khwang Sub-district, Huai Kwang District, Bangkok. Captain Seranee Phenjati chairman of the meeting. There were 16 self attending shareholders being the holders of 180,221,033 shares or 21.54 percent and 27 proxy holders, being the holders of 299,569,142 shares or 35.81 percent. Total number of 43 shareholders and proxies attended the meeting in person being the holders of 479,790,175 shares or 57.35 percent, which are more than one-third of all the issued and paid-up shares of the Company. The quorum was thus constituted according to the Articles of Association of the Company. At this meeting, there were Chairman of the Board, Chairman of the Executive Board of Directors, Chairman of Audit Committee, Managing Director, attended the meeting and including Assistant Managing Director / Finance and Accounting Director and the auditor of Karin Audit Co., Ltd also attended the meeting.

From the Board, directors who attended the meeting consisted of 9 persons as follows:

- |    |                            |  |
|----|----------------------------|--|
| 1. | Capt. Seranee Phenjati     | Chairman of the Board                              |
| 2. | Miss. Paweena Laowiwatwong | Chairman of the Executive Board of Directors       |
| 3. | Mrs. Nopparat Rungthaisiri | Chairman of Audit Committee / Independent Director |
| 4. | Mr. Sutin Yutanavaraporn   | Managing Director                                  |
| 5. | Mr. Supoj Kaewmanee        | Audit Committee / Independent Director             |
| 6. | Mr. Krit Phunratanamala    | Audit Committee / Independent Director             |
| 7. | Mr. Voravat Tantranont     | Executive Director                                 |
| 8. | Mr. Marut Mangklaburcks    | Executive Director                                 |
| 9. | Miss. Pavarisa Phenjati    | Executive Director                                 |

Directors who did not attend the meeting consisted of 3 persons as follows:

- |    |                           |                      |
|----|---------------------------|----------------------|
| 1. | Mr. Methawee Laowiwatwong | Director             |
| 2. | Mr. Sivaporn Dardarananda | Independent Director |
| 3. | Mrs. Nipanan Tantranont   | Director             |

The Company's executives, who attended the meeting consisted of 2 persons as follows:

1. Mr. Surin Wongkittipat Secretary of the Company
2. Miss. Ratirat Laowiwatwong Assistant Managing Director / Finance and Accounting Director

Representative of Karin Audit Co., Ltd. who is auditor consisted of 1 person as follows:

1. Mr. Thanathit Raksathianphap

The Chairman of the meeting then convened the meeting by informing that the Company has invited the shareholders to submit the proposed meeting's agenda via website of the Company from September 12th, 2024 to December 31st, 2024, but there was no submission from the shareholders. Therefore, the Chairman of the meeting then proceeded with the meeting agenda as proposed by Board of Directors and was informed beforehand in the invitation letter. The Chairman of the meeting also informed that any agenda, which required in having the resolution by voting, shall follow the voting guidelines in the Articles of Association of the Company clause 37 about voting. It is specified that one share shall be counted as one vote. In counting number of votes in each agenda, it will count only the numbers of the disapproved vote and/or the abstained vote. Then both votes will be combined first and after that, this sum of both votes will be subtracted from the total numbers of attended shareholders to get the approved vote of this agenda from the result. The shareholders, who attend the meeting in person, if they want to cast vote as disapproved vote or abstained vote, please raise their hands and cast vote by using the ballot paper that is received before entering the meeting. Proxy holders including independent directors, who have been assigned as proxy for shareholders can do likewise by voting in the ballot paper according to the intention of shareholders that stated in the proxy form. Additionally, each agenda will open for shareholders questions and discussions and will be using IT system to count the votes. If there is vote counting in any agenda, the representative from the auditors shall be invited as witness. The meeting was then duly convened by the Chairman of the meeting as follows:

**Agenda no. 1: To consider and adopt the Minutes of the AGM of Shareholders for the year 2024**

The Chairman of the meeting submitted to the meeting, the Minutes of the AGM of Shareholders for the year 2024, which was held on April 30th, 2024 for approval.

The shareholders' meeting has considered it to be correct, and then the meeting recommended the adoption of the Minutes of the AGM of Shareholders for the year 2024, which was held on April 30th, 2024.

The voting's results were as follows:

Agreed	amount	479,790,175	votes or equivalent to	100%
Disagreed	amount	-	votes or equivalent to	-
Abstained	amount	-	votes or equivalent to	-
Voided ballot paper	amount	-	votes or equivalent to	-

**Agenda no. 2: To consider the Company’s operation results and to approve Balance Sheet and Statement of Comprehensive Income for the year 2024**

The Managing Director informed the meeting that during the past year, Thailand has experienced slow economic growth of GDP for only just over 2% while the real estate market also slowed down which effectively drove the demand for ceramic tiles, floor tiles and wall tiles lowered by 9%. As a result of this recession, UMI sales has fallen which considered as a negative factor. However there are positive factors involving to this year’s results which are; company has used natural gas in the production for more than 30% and natural gas prices has fallen down respectively even though the current price of natural gas are still little above the price before Russia and Ukraine war. Meanwhile UMI also has other cost reduction policies as well as adopting Solar Roof project therefore production costs has been reduced effectively. Sales price was still the same compared to the previous year and UMI did not reduce prices to compete with the lower market which made the company has overall improved performance.

For the performance according to various reports presented in the Company’s financial statements is as follows:

(Unit: In Million Baht, Except Profit per Share)	Year 2024	Year 2023	Increase (Decrease)
Revenues from Sales	2,106	2,246	(140)
Total Revenues	2,122	2,262	(140)
Cost of Sales	1,627	1,830	(203)
Selling and Administration Expenses	433	401	32
Financial Costs	11	12	(1)
Net Profit before Income Tax	52	18	34
Net Profit (Loss)	39	18	21
Net Profit (Loss) Per Share (in Baht)	0.047	0.021	0.026

Financial situation according to the Company’s Balance Sheet as at December 31st, 2024 is as follows:

	Year 2024	Year 2023	Increase (Decrease)
Assets (in Million Baht)	2,282	2,220	62
Liabilities (in Million Baht)	702	651	51
Shareholder’s equity (in Million Baht)	1,581	1,569	12
Debt to equity ratio (in folds)	0.44	0.41	0.03
Book value (in Baht)	1.89	1.88	0.01

The meeting did not have any further questions regarding the performance. The Managing Director then proposed the meeting to consider and pass the resolution to acknowledge the annual reports and to approve financial statements and comprehensive income statements for the year 2024 ended December 31st, 2024 that had been prepared and certified by company’s auditor as detailed in the company annual reports that was sent to shareholders along with the letter of invitation to attend the meeting.

The meeting has considered and resolved the acknowledgement of company annual reports and also approved the financial statements and comprehensive income statements including the auditor's examination report of the Company for the year ended December 31st, 2024.

The voting's results were as follows:

Agreed	amount	479,790,175	votes or equivalent to	100%
Disagreed	amount	-	votes or equivalent to	-
Abstained	amount	-	votes or equivalent to	-
Voided ballot paper	amount	-	votes or equivalent to	-

**Agenda no. 3: To consider approval of the appropriation of profit and dividend payment.**

The Managing Director stated to the meeting that the Company's operation results for the year 2024 reported net profit of 38,926,288.00 Baht after income tax deduction of the separate financial statements. The Board of Directors resolved to propose to the meeting approving the payment of dividend for operating results of the fiscal year 2024 at rate of 0.025 Baht per share, total 836,504,741 shares, totaling 20,912,618.53 Baht. The Company will pay this dividend payment according to the dividend payment policy that is reported to SET with specified payment of not less than 50 percent of the net profit generated from operations after income tax deduction of the separate financial statements, the company has already made fully legal reserve at 10 percent of paid up capital. The Company would like to notify that the record date for the shareholders to receive dividend payment will be on May 14th, 2025 and the dividend payment is set to be paid on May 29th, 2025

The meeting has considered and approved the dividend payment to shareholders according to the proposal of the Managing Director of the Company.

The voting's results were as follows:

Agreed	amount	479,790,175	votes or equivalent to	100%
Disagreed	amount	-	votes or equivalent to	-
Abstained	amount	-	votes or equivalent to	-
Voided ballot paper	amount	-	votes or equivalent to	-

**Agenda no. 4: To consider the election for replacement of retiring directors according to expiration of their terms.**

The Managing Director informed the meeting that according to the company's regulations, The Board of Directors must rotationally retired at a rate of one third and the directors who have completed their terms in this agenda are 4 persons as follows:

1. Miss. Paweena Laowiwatwong
2. Mr. Methawee Laowiwatwong
3. Mr. Sivaporn Dardarananda
4. Mr. Supoj Kaewmanee

The Managing Director informed the meeting that the Company has given the opportunity for shareholders to nominate candidates for election as directors through the Company's website from September 12th, 2024 to December 31st, 2024, but none proposed. The Board of Directors then have considered and recommended to the shareholders' meeting that the name of these four revolving directors to be submitted for re-election, to serve as directors for another term.

The Managing Director has requested the meeting to vote for directors individually for transparency and good governance practice.

The meeting has considered and approved the appointment of 4 directors from the proposed persons to be the Company's directors for another term with the voting results as follows:

Sequence No.	Name of Directors	Approved Votes (%)	Disapproved Votes (%)	Abstained Votes (%)	Voided ballot paper Votes (%)
1	Miss. Paweena Laowiwatwong	479,790,175 (100%)	- (0%)	- (0%)	- (0%)
2	Mr. Methawee Laowiwatwong	479,790,175 (100%)	- (0%)	- (0%)	- (0%)
3	Mr. Sivaporn Dardarananda	479,790,175 (100%)	- (0%)	- (0%)	- (0%)
4	Mr. Supoj Kaewmanee	479,790,175 (100%)	- (0%)	- (0%)	- (0%)

**Agenda no. 5: To consider the directors' remuneration for the year 2025**

The Managing Director has stated to the meeting that the Board of Directors of the Company's meeting has considered and agreed to propose to the shareholders' meeting that the remuneration for each director shall be at the amount of 20,000 Baht per month and each Audit Committee shall receive additional monthly remuneration of 5,000 Baht. Moreover, the Chairman of Board of Directors shall receive the monthly remuneration of 40,000 Baht. This specified remuneration is for performing duty as director including attending quarterly Board of Directors' Meeting, totaling 4 times a year. If there is any further meeting, the remuneration to each director shall be at the rate equal to the monthly meeting fee of 20,000 Baht per meeting and the remuneration to the Chairman of Board of Directors shall be at 40,000 Baht per meeting respectively. The specified remuneration for directors in year 2025 is equally to year 2024. There is no additional payment to the director except salary of the persons, who hold a position in management, which has already been disclosed in the annual reports. The resolution of this agenda must got voted not less than two-third of all attended votes which were approved.

The shareholders' meeting has considered and approved the 2025 annual remuneration payment of directors for their performance as directors including attending Board of Directors' meeting for each director at the amount of 20,000 Baht per month and each Audit Committee shall receive additional monthly remuneration of 5,000 Baht. Moreover, the Chairman of Board of Directors shall receive the monthly remuneration of 40,000 Baht. This specified remuneration is for performing duty as director including attending quarterly Board of Directors' Meeting, totaling 4 times a year. If there is any further meeting, the remuneration to each director shall be at 20,000 Baht per meeting and the remuneration to the Chairman of Board of Directors shall be at 40,000 Baht per meeting as announcement from managing director.

The voting's results were as follows:

Agreed	amount	479,790,175	votes or equivalent to	100%
Disagreed	amount	-	votes or equivalent to	-
Abstained	amount	-	votes or equivalent to	-
Voided ballot paper	amount	-	votes or equivalent to	-

**Agenda no. 6: To consider the appointment of the Company's auditor and determine remuneration for the year 2025**

The Managing Director stated to the meeting that the Company's auditor has to be annually selected in the AGM of shareholders. In order to the continuity of the auditing process, the Board of Directors has recommended that the shareholders' meeting should appoint Karin Audit Co., Ltd. with Mr. Thanathit Raksathianraphap certified public accountant registration no. 13646; and/or Miss. Kannika Wipanurat certified public accountant registration no. 7305; and/or Mr. Komin Linphrachaya certified public accountant registration no. 3675; and/or Mr. Wichian Proongpanich certified public accountant registration no.5851; and/or Miss. Kojchamon Sunhuan certified public accountant registration no.11536 or other authorised certified public accountants from Karin Audit Co., Ltd to be the Company's auditor and making the report of Auditor on the financial statements of the Company. Five of them do not have any relation or any conflict of interest with the Company, subsidiaries, the management or major shareholders or having the related persons with aforementioned persons. The auditing fee is determined at a fixed rate of 1,974,000 Baht without other expenditures. The auditing fee for 2025 is equal to 2024.

The shareholders' meeting has considered and resolved to appoint Karin Audit Co., Ltd. with Mr. Thanathit Raksathianraphap and/or Miss. Kannika Wipanurat and/or Mr. Komin Linphrachaya and/or Mr. Wichian Proongpanich and/or Miss. Kojchamon Sunhuan or other authorised certified public accountants from Karin Audit Co., Ltd to be the Company's auditor for the year 2025 with fixed auditing fee at 1,974,000 Baht without other expenditures.

The voting's results were as follows:

Agreed	amount	479,790,175	votes or equivalent to	100%
Disagreed	amount	-	votes or equivalent to	-
Abstained	amount	-	votes or equivalent to	-
Voided ballot paper	amount	-	votes or equivalent to	-

**Agenda no. 7: To consider other matters (if any).**

There are questions from shareholders in various issues as follows.

**Mr. Suwit Pojanasopanakul :**

1. What is the difference between ceramic tiles and porcelain tiles?
2. Where to track the natural gas prices?
3. What are the company's plans for 2025, is there any strategic plan for cost reduction?
4. How much for investment budget for 2025?
5. Does business has peak season or slow season?

**Managing Director :**

1. Ceramic tiles has the difference in durability, water absorption and beautiful design depending on the usage while porcelain has more durability than the wall tiles because it burned in a kiln with more than 1,000 C° and has lower water absorption rate.
2. UMI purchased natural gas from PTT. The natural gas prices are changing according to the market which can be found in PTT's website.
3. The company's plan for 2025 are producing company own products, as well as imported the products from overseas such as China and India. The cost savings policies are continuously adopted including production efficiency and cost reductions in various areas and also company modernisation by using technology.
4. UMI has a yearly investment budget of 20,000,000 Baht for improvement and repair of existing machinery but no plan for increasing production capacity as current capacity is still remaining.
5. Normally the first quarter of the year will be peak season while rainy season and end of the year will be slower but the societal environment has changed therefore peak season will be continued but not much impact in sales.

**Mr. Ruj Lupathara :**

Will 2025 dividend payment policy be changed?

**Chairman of the Board :**

UMI will pay dividend according to the dividend payment policy that is not less than 50 percent of the net profit and endeavour to pay more dividend if the company makes more profits, for example, last year the company has paid more dividend from retained earnings and affirmed that the company will be emphasising on dividend payments to shareholders.

No other matters were presented to the meeting for consideration.

The Chairman then declared the meeting closed at 14.42 hours.



THE UNION MOSAIC  
INDUSTRY PUBLIC  
COMPANY LIMITED

บริษัท สหโมเสกอุตสาหกรรม จำกัด (มหาชน)

Signed ..... Chairman of the Meeting

(Captain Seranee Phenjati)

Signed ..... Secretary of the Company

(Mr. Surin Wongkittipat)



หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น  
Shareholder Registration No

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
In our capacity as the Custodian for \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท สหโมเสคอุตสาหกรรม จำกัด (มหาชน)  
being a shareholder of The Union Mosaic Industry Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีรายละเอียดกรรมการอิสระของบริษัทปรากฏตามสิ่งที่ส่งมาด้วย)  
Hereby appoint (shareholder may grant a proxy to the UMI independent Director of the company as detailed in the attachment)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_
2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_
3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมใหญ่สามัญผู้ถือหุ้น ประจำปี 2569 ในวันที่ 30 เมษายน 2569 เวลา 14.00 น. ณ ห้องประชุม ชั้น 27 อาคารชานาญ เพ็ญชาติ บิสเนส เซ็นเตอร์ ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2026 on 30 April 2026, at 14.00 hrs., at the meeting room, 27<sup>th</sup> floor, Chamnan Phenjati Business Center Building, Rama 9 Road, HuayKhwang, Bangkok or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this meeting, I/We authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1

Agenda No. 1

พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2568

To consider and approve the minutes of the 2025 Annual General Meeting of Shareholders.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 2

Agenda No. 2

พิจารณาผลการดำเนินงานและอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จประจำปี 2568

To consider and approve the Company's operating results and the Statement of Financial Position and Statement of Comprehensive Income for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 3

Agenda No. 3

พิจารณาอนุมัติจัดสรรผลกำไร และจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2568

To consider and approve the appropriation of profit and dividend payment for the year 2025.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 4

Agenda No. 4

พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2569

To consider and determine the remuneration of directors for the year 2026.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5

Agenda No. 5

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

To consider and approve the appointment of directors to replace those who retire by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- การแต่งตั้งกรรมการทั้งหมดที่พ้นจากตำแหน่งตามวาระ  
Approve the reappointment of all directors who will retire by rotation
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้  
Approve the reappointment of each director listed below:
1. นางนพรัตน์ รุ่งอุทัยศิริ  
Mrs. Nopparat Runguthaisiri
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- |   |  |  |
|---|--|--|
| <p>2. นายกฤษณ์<br/>Mr. Krit</p> <p><input type="checkbox"/> เห็นด้วย<br/>Approve</p>          | <p>พันธ์รัตนมาลา<br/>Phanratanamala</p> <p><input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove</p> | <p><input type="checkbox"/> งดออกเสียง<br/>Abstain</p> |
| <p>3. นายวรวัชร<br/>Mr. Voravat</p> <p><input type="checkbox"/> เห็นด้วย<br/>Approve</p>      | <p>ตันตรานนท์<br/>Tantranont</p> <p><input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove</p>        | <p><input type="checkbox"/> งดออกเสียง<br/>Abstain</p> |
| <p>4. นางสาวปวีศา<br/>Miss. Pavarisa</p> <p><input type="checkbox"/> เห็นด้วย<br/>Approve</p> | <p>เพ็ญชาติ<br/>Phenjati</p> <p><input type="checkbox"/> ไม่เห็นด้วย<br/>Disapprove</p>            | <p><input type="checkbox"/> งดออกเสียง<br/>Abstain</p> |

**วาระที่ 6**

Agenda No. 6

**พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีประจำปี 2569 และกำหนดค่าสอบบัญชี**

To consider and approve the appointment of auditors and to determine the auditor's remuneration for the year 2026.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**วาระที่ 7**

Agenda No. 7

**พิจารณาและอนุมัติการรับโอนทรัพย์สินจาก บริษัท ที.ที. เซรามิค จำกัด (มหาชน)**

To consider and approve the acquisition of assets from T.T. Ceramic Public Company Limited.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**วาระที่ 8**

Agenda No. 8

**พิจารณาเรื่อง อื่น ๆ (ถ้ามี)**

To consider other matters (if any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy vote for any item on this agenda is not in accordance with this form. It shall be considered invalid.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
If I/We have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these and vote on my/our behalf as he/she may appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/We have given on this form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
 ( )  
 ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 ( )  
 ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 ( )  
 ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 ( )

**หมายเหตุ/Remark**

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
 The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
- วาระเลือกตั้งกรรมการผู้ถือหุ้นสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้  
 In the item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
 If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.
- ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น  
 (1) นางนพรัตน์ รุ่งอุทัยศิริ ประธานกรรมการตรวจสอบ  
 อยู่บ้านเลขที่ 683 ซอยพัฒนาการ 74 แขวงประเวศ เขตประเวศ กรุงเทพมหานคร 10250  
 (2) นายสุพจน์ แก้วมณี กรรมการอิสระ  
 อยู่บ้านเลขที่ 11/445 ซอยรามคำแหง 44 แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240  
 The shareholder may appoint anyone of the following independent directors to be the proxy as follow;  
 (1) Mrs. Nopparat Runguthaisiri Chairman of Audit Committee / Independent Director  
 Residing at 683 Soi Pattanakarn 74 Prawet Sub-District, Prawet District, Bangkok Postal Code No.10250  
 (2) Mr. Supoj Kaewmanee Independent Director  
 Residing at 11/445 Soi Ramkhamhaeng 44, Hua Mak Sub-District, Bangkapi District, Bangkok 10240.

**เอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม**  
**Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder**  
**Entitled to Attend the Meeting**

ตามนโยบายคณะกรรมการตลาดหลักทรัพย์แห่งประเทศไทย เรื่อง ข้อพึงปฏิบัติสำหรับการจัดประชุมผู้ถือหุ้นของบริษัทจดทะเบียน ลงวันที่ 19 กุมภาพันธ์ 2542 โดยมีวัตถุประสงค์เพื่อให้บริษัทจดทะเบียนเป็นแนวทางปฏิบัติที่ดี ซึ่งจะเป็นการสร้างเชื่อมั่นให้เกิดขึ้นแก่ผู้ถือหุ้น ผู้ลงทุน และผู้ที่เกี่ยวข้องทุกฝ่าย และเพื่อให้การประชุมผู้ถือหุ้นของบริษัทจดทะเบียนเป็นไปด้วยความโปร่งใส ซื่อสัตย์ และเป็นประโยชน์ต่อผู้ถือหุ้น บริษัทจึงเห็นควรกำหนดให้มีการตรวจสอบเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุมเพื่อให้ผู้ถือหุ้นยึดถือปฏิบัติต่อไป ทั้งนี้ บริษัทขอสงวนสิทธิที่จะผ่อนผันการยื่นแสดงเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือผู้แทนของผู้ถือหุ้นที่มีสิทธิ เข้าร่วมประชุม แต่จะรายตามที่บริษัทจะพิจารณาเห็นเหมาะสม

The policy of the Board of The Stock Exchange of Thailand, dated 19<sup>th</sup> February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would cause transparency, fair and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

**1. บุคคลธรรมดา/ Natural person**

**1.1 ผู้ถือหุ้นที่มีสัญชาติไทย/ Thai nationality**

- ( ) บัตรประจำตัวของผู้ถือหุ้น (บัตรประจำตัวประชาชน หรือบัตรข้าราชการ หรือบัตรพนักงานรัฐวิสาหกิจ)  
Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- ( ) ในกรณีมอบอำนาจ บัตรประจำตัวของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ  
In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**1.2 ผู้ถือหุ้นชาวต่างประเทศ/ Non-Thai nationality**

- ( ) หนังสือเดินทางของผู้ถือหุ้น  
Passport of the shareholder; or
- ( ) ในกรณีมอบอำนาจ หนังสือเดินทางของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ  
In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**2. นิติบุคคล/ Juristic person**

**2.1 นิติบุคคลที่จดทะเบียนในประเทศไทย/ Juristic person registered in Thailand**

- ( ) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 30 วัน โดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- ( ) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบอำนาจพร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ  
Identification Card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

**2.2 นิติบุคคลที่จดทะเบียนในต่างประเทศ/ Juristic person registered outside of Thailand**

- ( ) หนังสือรับรองนิติบุคคล  
Corporate affidavit; and
- ( ) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบอำนาจพร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ  
Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้อง และหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศ ควรมีการรับรองลายมือชื่อโดย  
Notary Public

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

ผู้ถือหุ้นหรือผู้รับมอบอำนาจสามารถลงทะเบียน และยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมได้ตั้งแต่วันที่ 13.30 น. ของวันที่ 30 เมษายน 2569 เป็นต้นไป

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 13.30 hrs. on 30 April 2026.

Articles of Association  
of  
The Union Mosaic Industry Public Company Limited

Chapter 5  
Shareholders' Meeting

Article 33 The Board of Directors shall hold the the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meetings are called 'Extraordinary General Meetings'.

The Board of Directors may convene the Extraordinary General Meeting whenever they think fit.

One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sole may, by subscribing their names, request the Board of Directors in writing to call the Extraordinary General Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph four, In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by Article 35, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 34 In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven (7) days prior to the date of the meeting. The notice shall state the venue, date, time, meeting agenda and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

The selected meeting assembly according to the first paragraph shall situate in province where the company's headquarter is located or any other places as deemed appropriate under the committee's discretion.

Article 35 At a general meeting of the shareholders, there should be no less than twenty-five of the shareholders or proxies (if any) or no less than one-half of the total shareholders shall be present holding shares of no less than one-thirds of the total number of the Company's issued shares to constitute the quorum.

If no quorum is formed after one hour is lapsed as the number of shareholders who attend the meeting is still not sufficient to form a meeting as mentioned in the first paragraph, if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved; but if it is an extraordinary meeting not summoned upon the request of shareholders, another meeting shall be summoned. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not required.

The Chairman of the meeting of shareholders must conduct the meeting in compliance with the Articles of Association of the Company relating to meetings of shareholders and the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders or proxies (if any) present at the meeting.

Article 36 The chairman of the board of directors shall be the chairman of the shareholders' meetings. Where the chairman of the board of directors does not present at the meeting or is unable to perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. Where the vice-chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 37 A resolution of the shareholders' meeting using one share equal one vote and shall be passed by the following votes:

(1) In an ordinary event, the majority votes of the shareholders present and vote at the meeting. In case of an equality of votes, the chairman in the meeting shall have a casting vote as the majority vote.

(2) The majority votes of no less than three-fourths of the total shareholders' vote present at the meeting with the right to vote are in the following cases;

(a) An acquisition or disposition of total or partial essential assets to other persons;

(b) An acquisition or disposition of business of other companies or private companies to be the Company's business;

(c) Perform, amend, or cancel of contracts concerning the Company's all or partial leasing businesses, assign other persons to operate the Company's business, or have a joint-venture with other persons with the objective of profit and loss sharing;

(d) Amendment of the Company Articles of Association;

(e) Increase or reduction of the capital of the Company;

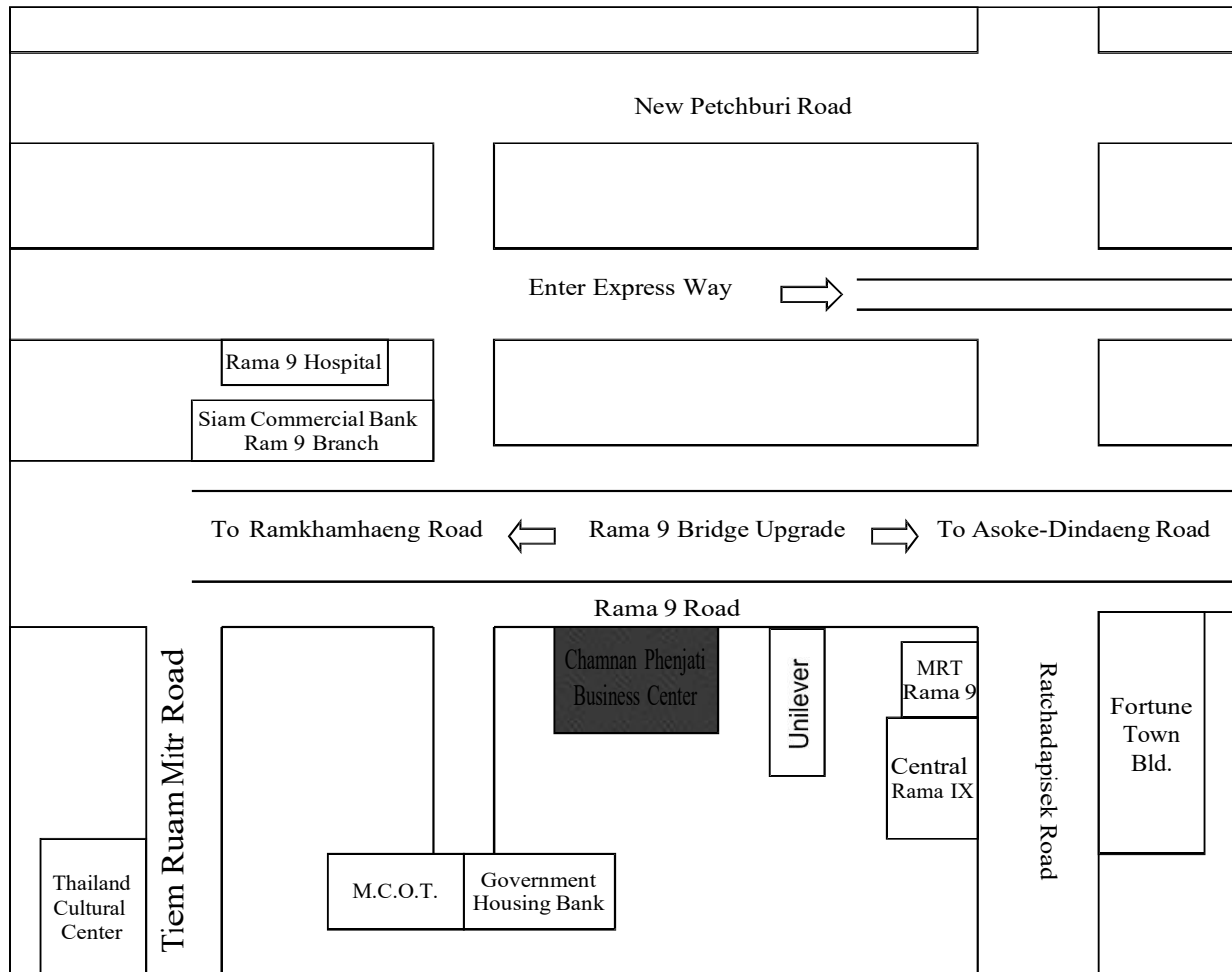
(f) To amalgamate or to close the Company.

(g) The Issuance of debentures to public.

Articles 38 The agendas of an annual general meeting shall include the following items:

- (1) To consider and acknowledge the report of the Board of Directors proposed to the meeting indicating the Company's business operation in the past year;
- (2) To consider and approve the balance sheet and profit and loss statements of the past accounting year;
- (3) To consider the approval of the dividend payment and the profit;
- (4) To appoint the Directors to replace the Directors whose term have completed;
- (5) To appoint the Auditor and specify the remuneration;
- (6) Other transactions.

Map of The Union Mosaic Industry PCL.



Map of meeting place at The Union Mosaic Industry PCL.

65 Chamnan Phenjati Business Center, 27th floor Rama 9 Road, Huay Kwang District, Bangkok 10320  
 Tel. 0-2248-7007 to 40

\*Note : 5 minutes walking distance from MRT Ram 9 station exit 3