



(Translation)

Minutes of the 2026 Annual General Meeting of Shareholders

of

The Union Mosaic Industry Public Company Limited

The Union Mosaic Industry PCL (“UMI”, or the “Company”) held the Annual General Meeting (AGM) of Shareholders on Thursday, April 30, 2026, at 14.00 hours at the Meeting room, 27th floor, Chamnan Phenjati Business Center Building, 65 Rama 9 Road, Huaykwang Sub-district, Huaykwang District, Bangkok. Captain Seranee Phenjati acted as Chairman of the Meeting. There were 17 shareholders attending in person, representing 289,578,318 shares or 34.62 percent, and 34 proxy holders attending on behalf of shareholders, representing 196,055,575 shares or 23.44 percent. In total, 51 shareholders and proxy holders attended the Meeting, representing 485,633,893 shares or 58.06 percent of the total issued shares of the Company., which represented more than one-third of all the issued and paid-up shares of the Company. The quorum was thus duly constituted in accordance with the Company’s Articles of Association. The directors and executives attending the Meeting included the Chairman of the Board of Directors, the Chairman of the Executive Board, the Chairman of the Audit Committee, the Managing Director, the Assistant Managing Director – Finance and Accounting, and other relevant persons, whose names are set out in the attachment hereto.

In addition, representatives from Karin Audit Co., Ltd., the Company’s auditor, and Dherakupt International Law Office Ltd., the Company’s legal advisor, attended the Meeting.

Directors in attendance:

1.	Capt. Seranee Phenjati	Chairman of the Board
2.	Miss. Paweena Laowiwatwong	Chairman of the Executive Board of Directors
3.	Mrs. Nopparat Runguthaisiri	Chairman of Audit Committee / Independent Director
4.	Mr. Krit Phunratanamala	Audit Committee / Independent Director
5.	Mr. Supoj Kaewmanee	Audit Committee / Independent Director
6.	Mr. Sivaporn Dardarananda	Independent Director
7.	Mr. Sutin Yutanavaraporn	Managing Director
8.	Mr. Voravat Tantranont	Executive Director
9.	Mrs. Nipanan Tantranont	Director
10.	Mr. Methawee Laowiwatwong	Director
11.	Mr. Marut Mangklaburcks	Executive Director
12.	Miss. Pavarisa Phenjati	Executive Director

No directors were absent from the Meeting



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11.	Mr. Marut Mangklaburcks	Executive Director
12.	Miss. Pavarisa Phenjati	Executive Director

No directors were absent from the Meeting

Executives in attendance:

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

Representative from Karin Audit Co., Ltd., the Company's auditor, in attendance:

1. Mr. Thanathit Raksathianphap

Representatives from Dherakupt International Law Office Ltd., the Company's legal advisor, in attendance:

1. Ms. Rittima Jirasuradate
2. Ms. Nuntigorn Sujinnaprum

The Chairman of the Meeting then declared the Meeting open and informed the Meeting that the Company had provided shareholders with the opportunity to propose agenda items and nominate qualified persons for election as directors in advance during the period from September 17, 2025, to December 31, 2025, through the channels specified by the Company and published on the Company's website. However, no shareholder proposed any agenda item or nominated any person for election as director. Therefore, the Meeting would consider the matters in accordance with the agenda items determined by the Board of Directors and stated in the invitation letter. The Chairman of the Meeting also informed that voting on each agenda item would be conducted in accordance with Clause 37 of the Company's Articles of Association, whereby one share shall be entitled to one vote. In counting votes for each agenda item, only votes against and abstentions would be counted together with invalid ballots and deducted from the total votes of shareholders attending the Meeting. The remaining votes would be deemed votes in favor of such agenda item. Shareholders attending the Meeting in person who wished to vote against or abstain were requested to raise their hands and cast their votes using the ballots distributed before the Meeting. Proxy holders, including independent directors appointed as proxies by shareholders, could do in accordance with the shareholders' instructions specified in the proxy forms. In addition, shareholders were given the opportunity to ask questions and express opinions on each agenda item. An IT system was used for vote counting. The Meeting was also video recorded, and representatives from the Company's auditor were invited to witness the vote counting process for each agenda item.

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

The Chairman of the Meeting proposed the Minutes of the 2025 Annual General Meeting of Shareholders, held on April 30, 2025, for the Meeting's consideration and approval.

The Shareholders' Meeting considered and resolved to approve the Minutes of the 2025 Annual General Meeting of Shareholders, held on April 30, 2025. The voting results are as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	485,633,893	-	-	-
Percentage (%)	100.00	0.00	0.00	0.00

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

The Managing Director informed the Meeting that, in 2025, despite the slowdown in the domestic ceramic tile industry, where domestic demand declined by approximately 12 percent while the imported products declined by approximately 17 percent, the Company was still able to maintain stable operating performance. The Company recorded sales revenue Baht 2,002 million, representing a decrease of approximately 5 percent from the previous year, which was at a better level than the overall industry performance. In addition, the Company continued to face price competition from imported products, whose prices had declined by approximately 21 percent compared to 2022, while energy costs remained approximately 14 percent higher than in 2021. The Company implemented strategies focusing on the development of High Value Added products (HVA), of which the sales proportion increased from 16 percent to 18 percent, the expansion of dealer networks coverage by approximately 2 percent to increase market coverage, energy cost management through Solar Roof projects, and continuous production efficiency improvements.

The Company continued to conduct its business under the principle of “Sustainable Stability” by driving the organization in accordance with ESG principles together with good corporate governance, transparency, employee care, and concrete environmental management practices. In this regard, the Company aims to reduce greenhouse gas emissions by 25 percent by 2030, achieve Carbon Neutrality by 2050, and achieve Net Zero Emissions by 2065 reflecting the Company’s commitment to sustainable growth alongside environmental responsibility.

In addition, the Company emphasized transparency and anti-corruption practices under its corporate governance (CG) policy and code of business conduct, with continuous oversight by the Audit Committee. No fraud cases were found during the past year, and the Company has already disclosed relevant information in the 56-1 One Report.

(Unit: In Million Baht, Except Profit per Share)	Year 2025	Year 2024	Increase (Decrease)
Revenues from Sales	2,002	2,106	(104)
Total Revenues	2,023	2,121	(98)
Cost of Sales	1,523	1,627	(104)
Selling and Administration Expenses	436	432	4
Financial Costs	11	11	0
Net Profit before Income Tax	53	52	1
Net Profit (Loss)	53	39	14
Net Profit (Loss) Per Share (in Baht)	0.064	0.047	0.017

Financial situation according to the Company's Balance Sheet as at December 31, 2025 is as follows:

	Year 2025	Year 2024	Increase (Decrease)
Assets (in Million Baht)	2,363	2,282	81
Liabilities (in Million Baht)	750	702	48
Shareholder's equity (in Million Baht)	1,613	1,581	32
Debt to equity ratio (in folds)	0.47	0.44	0.03
Book value (in Baht)	1.93	1.89	0.04

As there were no further questions regarding the Company's operating results, the Managing Director proposed that the Meeting acknowledge the Company's operating results and the 2025 Annual Report and consider and approve the financial position and statements of comprehensive income for the year 2025 ended December 31, 2025, which had been prepared and audited by the Company's auditor, as detailed in the Annual Report distributed to shareholders together with the invitation letter.

The Shareholders' Meeting considered and resolved to acknowledge the Company's operating results and annual report for the year 2025 and approve the statements of financial position and statements of comprehensive income for the year ended December 31, 2025.

The voting results are as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	485,633,893	-	-	-
Percentage (%)	100.00	0.00	0.00	0.00

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

The Managing Director informed the Meeting that, in 2025, the Company recorded a net profit of Baht 53,333,011.00 after income tax deduction based on the separate financial statements. The Board of Directors resolved to propose that the Shareholders' Meeting approve the dividend payment for operating results of the fiscal year 2025 at the rate of Baht 0.040 per share for a total of 836,504,741 shares, totaling Baht 33,460,189.64. The Company has established a dividend payment policy of not less than 50 percent of net profit after income tax deduction based on the separate financial statements. The Company has also fully allocated the legal reserve at 10 percent of the paid-up registered capital and therefore no additional reserve allocation is required. The record date for shareholders entitled to receive the dividend payment will be on May 12, 2026, and the dividend payment date is May 28, 2026

The Shareholders' Meeting considered and resolved to approve the dividend payment to shareholders in accordance with the details proposed by the Managing Director in all respects.

The voting results are as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	485,633,893	-	-	-
Percentage (%)	100.00	0.00	0.00	0.00

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

The Managing Director informed the Meeting that the Company's policy is to determine directors' remuneration appropriately and reasonably in accordance with the roles, duties, responsibilities, and workloads of each director, taking into consideration fairness, transparency, and good corporate governance principles. The determination of directors' remuneration is considered by the entire Board of Directors, which performs the function of a subcommittee, by taking into account the Company's operating results, the appropriateness of the remuneration structure, and practices adopted by companies in the same industry. The Board of Directors resolved to propose that the Shareholders' Meeting approve the directors' remuneration for the year 2026 by maintaining the same rates and principles as those of 2025, with details as follows:

- The Chairman of the Board of Directors shall receive monthly remuneration of Baht 40,000, while each director shall receive monthly remuneration of Baht 20,000 per person.
- Each Audit Committee member shall receive additional remuneration of Baht 5,000 per month per person.

Such remuneration includes attendance at the regular quarterly Board of Directors' Meetings totaling four meetings per year. In the event of any additional meeting, meeting allowances shall be paid at the rate of Baht 20,000 per meeting for each director and Baht 40,000 per meeting for the Chairman of the Board of Directors, payable only to directors attending such meeting.

In addition, the Company does not provide any other benefits to directors apart from salaries in cases where certain directors also serve as executives, the details of which have already been disclosed in the 2025 56-1 One Report. The resolution for this agenda item must be approved by votes of not less than two-thirds of the total votes of shareholders attending the Meeting and entitled to vote.

The Shareholders' Meeting considered and resolved to approve the directors' remuneration, including attendance at Board of Directors' Meetings, at the monthly rate of Baht 20,000 per person. Each Audit Committee member shall receive additional remuneration of Baht 5,000 per month per person, while the Chairman of the Board of Directors shall receive monthly remuneration of Baht 40,000. Such remuneration includes attendance at the regular quarterly Board of Directors' Meetings totaling four meetings per year. In the event of any additional meeting apart from the scheduled meetings, remuneration shall be paid at the rate of Baht 20,000 per meeting for each director and Baht 40,000 per meeting for the Chairman of the Board of Directors, as proposed by the Managing Director.

The voting results are as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	485,633,893	-	-	-
Percentage (%)	100.00	0.00	0.00	0.00

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

The Managing Director informed the Meeting that, pursuant to Section 71 of the Public Limited Companies Act and the Company's Articles of Association, one-third of the total number of directors must retire by rotation. In this agenda item, 4 directors were due to retire by rotation as follows:

1. Mrs. Nopparat Runguthaisiri
2. Mr. Krit Phanratanamala
3. Mr. Voravat Tantranont
4. Miss. Pavarisa Phenjati

The Company had provided shareholders with the opportunity to nominate qualified persons for election as directors in advance through the Company's website from September 17, 2025, to December 31, 2024, However, no shareholder proposed any candidate. The nomination of persons for directorship was considered by the entire Board of Directors, which performs the function of a subcommittee. The Board of Directors, excluding the directors being nominated, jointly considered the qualifications, knowledge, capabilities, experience, and past performance of the nominated directors and considered that they were suitable to continue serving as directors of the Company.

For the independent directors who have served continuously for more than 9 years, the Board of Directors considered that they are still able to perform their duties independently and possess extensive knowledge and understanding of the Company's business.

The Board of Directors therefore resolved to propose that the Shareholders' Meeting re-elect the 4 directors retiring by rotation to serve as directors for another term. The election of directors was proposed on an individual basis for transparency and in accordance with good corporate governance principles. The Shareholders' Meeting considered and resolved to appoint all 4 proposed persons as directors of the Company, with the voting results are as follows:

Sequence No.	Names of Directors	Approval Votes (%)	Disapproval Votes (%)	Abstention Votes (%)	Voided Ballot Votes (%)
1	Mrs. Nopparat Runguthaisiri	485,633,893 (100%)	- (0%)	- (0%)	- (0%)
2	Mr. Krit Phanratanamala	485,633,893 (100%)	- (0%)	- (0%)	- (0%)
3	Mr. Voravat Tantranont	485,633,893 (100%)	- (0%)	- (0%)	- (0%)
4	Miss. Pavarisa Phenjati	485,633,893 (100%)	- (0%)	- (0%)	- (0%)

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

The Managing Director informed the Meeting that the Company's auditor must be appointed annually by the Annual General Meeting of shareholders. In order to ensure continuity in the auditing process, the Board of Directors resolved to propose that the Shareholders’ Meeting appoint Karin Audit Co., Ltd. by Mr. Thanathit Raksathianraphap certified public accountant registration no. 13646; and/or Miss. Kannika Wipanurat certified public accountant registration no. 7305; and/or Mr. Wichian Proongpanich certified public accountant registration no.5851; and/or Ms. Bongkotrat Suamsiri certified public accountant registration no.13512 ; and/or Ms. Kanita Sawangwong certified public accountant registration no.14943 or other authorised certified public accountants from Karin Audit Co., Ltd to be the Company’s auditor and express an opinion on the Company’s financial statements. All five auditors and any other auditors assigned by Karin Audit Co., Ltd. have no relationship or conflict of interest with the Company, its subsidiaries, management, or major shareholders, or related persons of such parties. The audit fee was proposed at a fixed amount of Baht 2,044,000 without other any other service charges. The proposed audit fee for 2026 is higher than the audit fee for 2025, which was fixed at Baht 1,974,000. The Managing Director therefore proposed that the Shareholders’ Meeting consider and approve the appointment. The Shareholders’ Meeting considered and resolved to appoint Karin Audit Co., Ltd. by Mr.Thanathit Raksathianraphap and/or Miss. Kannika Wipanurat and/or Mr. Wichian Proongpanich and/or Ms. Bongkotrat Suamsiri and/or Ms. Kanita Sawangwong or other authorised certified public accountants from Karin Audit Co., Ltd to be the Company's auditor for the year 2026 with the audit fee at Baht 2,044,000 without any other service charges.

The voting results are as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	485,633,893	-	-	-
Percentage (%)	100.00	0.00	0.00	0.00

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

Ms. Ratirat Laowiwatwong, Assistant Managing Director - Finance and Accounting, informed the Meeting that the Company intended to acquire operating assets 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. Ms. Ratirat Laowiwatwong, Assistant Managing Director - Finance and Accounting, informed the Meeting that the Company plans to commence the asset transfer by 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.

Ms. Ratirat Laowiwatwong, Assistant Managing Director - Finance and Accounting, proposed that the Shareholders' Meeting consider and approve the acceptance of the transfer of assets, namely land, buildings, factories and structures, machinery used in business operations, and other assets as agreed which are assets to be transferred in settlement

of debt from T.T. Ceramic Public Company Limited, and the execution of the asset transfer agreement subject to the conditions proposed above. This also includes the delegation of authority to the Board of Directors, or the Executive Board, or any person designated by the Board of Directors to have the authority to take any actions in connection with the acquisition of from T.T. Ceramic Public Company Limited as follows:

- (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.

The Board of Directors considered and deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the acceptance of the transfer of assets used in business operations from T.T. Ceramic Public Company Limited, a subsidiary of the Company, in order to restructure the group's internal to align with current business operations of the group and enhance management flexibility within the group. This will improve operational efficiency, operations resource management, and create added value for the Company's future growth, including the relevant delegation of authority as detailed above.

The meeting facilitator offered the shareholders an opportunity to raised questions and express their Opinions. However no shareholders raised any questions or comments on this matter.

The meeting facilitator then proposed that the meeting consider and vote on this agenda item. This resolution requires an affirmative vote of not less than three-fourths (3/4) of the total votes of shareholders attending the Meeting and entitled to vote.

The Shareholders' Meeting considered and resolved to approve the transfer of assets used in the business operations to TTC Ceramic Public Company Limited ("TTC"), which is a subsidiary of the Company, with the objective of restructuring the group of companies to align with the current business operations and to enhance flexibility in the management of the group. This restructuring is expected to improve operational efficiency and asset management and to create added value for the Company's future growth.

The transfer of assets in settlement of TTC's indebtedness under the final debt tranche shall be carried out by transferring assets used in the business operations to the Company. The value of the transferred assets shall not be lower than the fair market value (Fair Market Value) as of the transfer date pursuant to the debt restructuring agreement. The total transaction value is Baht 330,100,140.

In addition, authority shall be delegated to the Board of Directors or the Executive Committee to consider the transfer of other assets and to proceed in accordance with the resolutions approved by the shareholders' meeting, with further authorization granted to the Managing Director to report the matter to the shareholders' meeting. The resolution was approved by votes of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote.

The voting results are as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	430,912,243	-	-	-
Percentage (%)	100.00	0.00	0.00	0.00

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

No other matters were presented to the Meeting for consideration.

The Chairman then declared the meeting closed at 14.45 hours.



Signed  Chairman of the Meeting
(Captain Seranee Phenjati)

Signed  Secretary of the Company
(Mr. Surin Wongkittipat)

Note: This Meeting was video recorded.