

-Translation-

TIDLOR_IR_002/2024

March 15, 2024

Subject: Notice of 2024 Annual General Meeting of Shareholders to be held as an e-meeting (e-AGM)

To: Shareholders

Ngern Tid Lor Public Company Limited

The Board of Directors' Meeting No. 2/2024 of Ngern Tid Lor Public Company Limited (the "Company") held on February 28, 2024, has resolved to call the **2024 Annual General Meeting of Shareholders as an e-meeting (e-AGM) on Monday, April 18, 2024, at 13.30** in accordance with the laws and regulations relating to electronic meetings where the meeting shall be broadcast from 12A Floor, Ari Hills, the Company's headquarters, and to determine the names of shareholders entitled to attend the meeting (Record Date) on Thursday, March 14, 2024, with the business on the agenda as follows:

Agenda item 1 To consider and acknowledge the Board of Directors' report on 2023 operations

Facts and reasons: The Board of Directors has prepared a report on 2023 operations and operating results as detailed in the Annual Report 2023 under the section "Management Discussion and Analysis", which has been sent to the shareholders in the form of a QR Code on the registration document attached to the Notice of 2024 Annual General Meeting of Shareholders.

Board of Directors' Opinion: The Board of Directors deemed appropriate to propose the Board of Directors' report on 2023 operations and operating results as detailed above to the shareholders' meeting for consideration and acknowledgement.

Resolution: This agenda item is for acknowledgment, so no resolution shall be passed.

Agenda item 2 To consider and approve the Statements of Financial Position (Balance Sheets) and the Statements of Profit or Loss and Other Comprehensive Income for the year ended December 31, 2023

Facts and reasons: Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA") and Article 41 of the Articles of Association of the Company require that the Company must prepare the balance sheets and the profit and loss statements as at the end of the fiscal year for submission to and approval by the annual general meeting of shareholders. In this regard, the Statements of Financial Position (Balance Sheets) and the Statements of Profit or Loss and Other Comprehensive Income of the Company for the year ended December 31, 2023, which have been audited by the Company's auditor and endorsed by the Audit Committee, are as detailed in the Annual Report 2023 under the section "Financial Statements and Notes to the Financial Statements", which has been sent to the shareholders in the form of a QR Code on the

registration document attached to the Notice of 2024 Annual General Meeting of Shareholders, which can be summarized below:

Unit: THB Millions

Description	2023	2022
Total assets	100,148	84,727
Total liabilities	71,724	59,305
Total shareholders' equity	28,424	25,422
Net profit	3,790	3,640
Total comprehensive income	3,749	3,654
Earnings per share (THB)	1.40	1.50

Board of Directors Opinion: The Board of Directors deemed it appropriate to propose the Statements of Financial Position (Balance Sheets) and the Statements of Profit or Loss and Other Comprehensive Income of the Company for the year ended December 31, 2023, which have been audited by the Company's auditor and endorsed by the Audit Committee, as detailed above to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 3 To consider and approve the allocation of profit from the operating results of the Company for the year ended December 31, 2023, and the dividend payment

Facts and reasons: Section 116 of the PLCA and Article 46 of the Articles of Association of the Company require that the Company must allocate to the reserve fund part of the annual net profit, an amount not less than 5% of the annual net profit, deducted by the accumulated losses brought forward (if any), until the reserve fund balance becomes not less than 10% of the registered capital of the Company. In addition, Section 115 of the PLCA and Article 44 of the Articles of Association of the Company require that dividend shall not be paid other than out of profits and dividend shall be paid according to the number of shares, each entitled to an equal amount of dividend.

The Company has provided in its dividend payment policy that it shall pay dividends to shareholders in an amount of not less than 20% of the Company's net profit as set out in the Company's financial statements after taxes and reserves as required by the applicable laws and as determined by the Company. The dividend payment is subject to the operating results and financial condition of the Company; cashflows; terms, restrictions, and commitments under the relevant agreements (such as loan repayments); reserves for working capital and future investment plans; including business expansion, market conditions, and other relevant factors as the Board of Directors may deem fit or appropriate, as well as regulatory requirements and other necessities.

In this regard, to comply with the laws and the Articles of Association of the Company, it is proposed that the shareholders' meeting consider and approve the allocation of profit from the operating results of the Company for the year ended December 31, 2023 and the dividend payment as follows:

(1) allocate as the statutory reserve for the amount of Baht 189,521,251 which is not less than 5% of the Company's net profit of the financial statement.

(2) pay dividends in the form of the Company's ordinary shares not exceeding 104,054,826 shares at par value of Baht 3.70 per share for the existing shareholders in the ratio of 27 of current shares for 1 dividend share with the total amount not exceeding approximately Baht 385 million which is equivalent to the amount of dividend per share at Baht 0.1370 per share. In case any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.1370 per share.

(3) Pay dividend dividends by cash at the rate of Baht 0.2698 per share with the total amount not exceeding approximately Baht 758 million, which aligns with the Company's dividend policy of paying dividends not less than 20% of the Company's net profit of the financial statement, after-tax and reserve allocation. (Noted that the fraction of the remaining stock dividend as in (2) that will be paid by cash to the shareholders might result that the cash dividend may increase approximately more than Baht 758 million)

A summary and comparison of the Company's dividend payments in the latest three fiscal years since its listing on the Stock Exchange of Thailand (the "SET") is as follows:

Fiscal Year	Stock Dividends	Cash Dividends (Baht/Share)	Total Dividends (Baht/Share)
2023	Ratio of 27 existing shares to one stock dividend or Baht 0.1370/share	0.2698	0.4068
2022	Ratio of 8 existing shares to one stock dividend or Baht 0.4625/share	0.2920	0.7545
2021	Ratio of 13 existing shares to one stock dividend or Baht 0.2850/share	0.2740	0.5590

Since the dividend payment will be made from the Company's annual net profit, which is subject to corporate income tax at the rate of 20% of net profit, individual shareholders are eligible to claim tax credit by multiplying the amount of dividends with 20/80, pursuant to Section 47 bis of the Revenue Code.

In addition, the Company has determined the names of shareholders entitled to receive the dividend payment (Record date) on April 25, 2024, and scheduled the dividend payment for May 14, 2024. However, the dividend payment of the Company is still uncertain as it is subject to the resolutions of the 2024 Annual General Meeting of Shareholders.

Board Directors' Opinion: The Board of Directors deemed it appropriate to propose the allocation of profit from the operating results of the Company for the year ended December 31, 2023, in the amount of Baht 189,521,251

to the legal reserve and the dividend payment in the form of the Company's ordinary shares of up to 104,054,826 shares, with a par value of Baht 3.70 per share, to be issued to the shareholders of the Company at the ratio of 27 existing shares to one stock dividend, the total amount not exceeding Baht 385 million approximately or equivalent to the dividend per share of Baht 0.1370, and pay dividends in cash at the rate of Baht 0.2698 per share and in the total amount not exceeding Baht 758 million approximately as detailed above.

Resolution: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 4 To consider and approve the decrease of the Company's registered capital by eliminating 22,765 shares with a par value of Baht 3.70 remaining from the allocation of stock dividend per the resolution adopted from the Annual General Meeting of Shareholders for the year 2023 (e-AGM 2023), and the amendment to Clause 4 of the Memorandum of Association to be in line with the decrease of registered capital.

Facts and reasons: Referring to the resolution of e-AGM 2023 on April 10, 2023, approved the dividend payment in the form of a stock dividend not exceeding 312,167,007 shares. The actual distribution of stock dividends was that shareholders received a stock dividend totaling 312,144,242 shares. There are remaining shares to support the dividend payment totaling 22,765 shares. Therefore, in order for the Company to increase its registered capital by issuing newly issued ordinary shares, the Company must comply with Section 136 of the PLCA, which provides that a public limited company may increase its capital by issuing new shares provided that all of its shares have been issued and paid-up unless the remaining shares are reserved to accommodate the exercise of convertible debentures or warrants. As a result, the Company is required to reduce its registered capital by eliminating 22,765 authorized but unissued shares and amend Clause 4 of the Memorandum of Association of the Company to align with the reduction in the registered capital as detailed below:

1. reduce the registered capital by Baht 84,230.50 from the existing registered capital of Baht 10,395,161,359 to the registered capital of Baht 10,395,077,128.50 by eliminating 22,765 authorized but unissued shares, with a par value of Baht 3.70 per share; and
2. amend Clause 4. of the Memorandum of Association of the Company to be in line with the reduction in the registered capital where the following wordings shall be adopted in replacement of the existing wordings:

Clause4 Registered capital:	Baht 10,395,077,128.50	(Ten billion, Three hundred and Ninety Five million, and Seventy Seven thousand, One hundred and Twenty Eight Baht Fifty Satang)
Divided into:	2,809,480,305 shares	(Two billion, Eight hundred and Nine million, Four hundred and Eighty thousand, Three hundred and Five)
Par value per share:	Baht 3.70	(Three baht and seventy satang)
Divided into:		
Ordinary shares:	2,809,480,305 shares	(Two billion, Eight hundred and Nine million, Four hundred and Eighty thousand, Three hundred and Five)
Preference shares:	-None-	-None-

Furthermore, it is appropriate to propose the authorization of the authorized directors of the Company or any person authorized by such persons to have the authority to file applications for registration of the reduction in the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to have the authority to revise or amend the applications or any statements therein, and to have the authority to undertake any actions necessary for and relevant to the foregoing as may be deemed appropriate so as to comply with the applicable laws, rules, and regulations, as well as the interpretation of the relevant government agencies, including the recommendations or orders of the Public Companies Registrar or officers.

Board of Directors' Opinion: The Board of Directors, having viewed that the reduction in the registered capital was appropriate and would not affect the Company or the benefits of the shareholders, deemed it appropriate to propose the reduction in the registered capital of Baht 84,230.50 from the existing registered capital of Baht 10,395,161,359 to the registered capital of Baht 10,395,077,128.50 by eliminating 22,765 authorized but unissued shares, with a par value of Baht 3.70 per share, remaining from the allocation of stock dividends, the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction in the registered capital, and the authorization of the authorized directors of the Company or any person authorized by such persons to have the authority to undertake actions relevant to the reduction in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company as detailed above to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda item 5 To consider and approve the increase of the Company's registered capital of 104,054,826 shares to support stock dividend payment and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the increase of registered capital.

Facts and reasons: As the Company wishes to pay dividends in the form of the Company's ordinary shares to be issued to the shareholders of the Company as detailed in Agenda item 3, the Company is, therefore, required to increase its registered capital by issuing 104,054,826 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends and amend Clause 4 of the Memorandum of Association of the Company to reflect the increase registered capital as detailed below:

1. increase the registered capital by Baht 385,002,856.20 from the existing registered capital of Baht 10,395,077,128.50 to the registered capital of Baht 10,780,079,984.70 by issuing 104,054,826 newly issued ordinary shares, with a par value of Baht 3.70 per share;

2. amend Clause 4 of the Memorandum of Association of the Company to reflect the increase registered capital where the following wordings will replace the existing wordings:

Clause4 Registered capital:	Baht 10,780,079,984.70	(Ten billion, Seven hundred and Eighty million, Seventy Nine thousand, Nine hundred and Eighty Four Baht Seventy Satang)
Divided into:	2,913,535,131 shares	Two billion, Nine hundred and Thirteen million, Five hundred and Thirty Five thousand, One Hundred and Thirty One)
Par value per share:	Baht 3.70	(Three baht and seventy satang)
Divided into:		
Ordinary shares:	2,913,535,131 shares	Two billion, Nine hundred and Thirteen million, Five hundred and Thirty Five thousand, One Hundred and Thirty One)
Preference shares:	-None-	-None-

Furthermore, it is appropriate to propose the authorization of the authorized directors of the Company or any person authorized by such persons to have the authority to file applications for registration of the increase in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to have the authority to revise or amend the applications or any statements therein, and to have the authority to undertake any actions necessary for and relevant to the foregoing as may be deemed appropriate so as to comply with the applicable laws, rules, and regulations, as well as the interpretation of the relevant government agencies, including the recommendations or orders of the Public Companies Registrar or officers.

Board of Directors' Opinion: The Board of Directors believes that the increase registered capital was appropriate and would not affect the Company or the benefits of the shareholders (except the earnings per share that may be diluted due to the increase in the number of shares). The Board of Directors, therefore, deemed it appropriate to propose the increase in the registered capital of Baht 385,002,856.20 from the existing registered capital of Baht 10,395,077,128.50 to the registered capital of Baht 10,780,079,984.70 by issuing 104,054,826 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends, the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase registered capital, and the authorization of the authorized directors of the Company or any person authorized by such persons to have the authority to undertake actions relevant to the increase registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company as detailed above to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda item 6 To consider and approve the allocation of the newly issued ordinary shares to accommodate the payment of stock dividends

Facts and reasons: As the Company wishes to pay dividends in the form of the Company's ordinary shares to be issued to the shareholders of the Company as detailed in Agenda item 3, the Company is, therefore, required to allocate not exceeding 104,054,826 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends whereby the Board of Directors or the authorized directors of the Company and/or any person authorized by such persons shall have the authority to undertake any actions necessary for and relevant to such allocation of the newly issued ordinary shares, including, without limitation, executing documents, applications, waivers, and other evidence necessary for and relevant to the foregoing, and communicating and filing all such documents, applications, waivers, documents, and evidence with any government agencies or other related authorities, as well as listing the Company's newly issued ordinary shares on the SET, and undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose the allocation of not exceeding 104,054,826 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends as detailed above to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 7 To consider and approve the election of directors to replace those retiring by rotation

Facts and reasons: Section 71 of the PLCA and Article 20 of the Articles of Association of the Company require that one-third of the total number of directors shall retire at every annual ordinary general meeting of shareholders, and if the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. Any director who has retired by rotation may be re-elected.

The following four directors are due to retire by rotation in 2024:

- | | |
|---------------------------|---|
| 1. Mr. Minki Brian Hong | Non-Executive Director |
| 2. Ms. Kesara Manchusree | Independent Director/ Chairman of Audit Committee |
| 3. Miss Manida Zimmerman | Independent Director |
| 4. Mr. Rithisak Patanakul | Non-Executive Director |

The Company provided an opportunity for shareholders to propose director candidates in accordance with the criteria disclosed on the Company's website during November 15, 2023 to December 31, 2023, however, no shareholder nominated any director candidate.

The Remuneration and Nomination Committee (by disinterested members), having considered the profiles and qualifications of the director candidates pursuant to the Articles of Association of the Company and the relevant rules and regulations, as well as the nomination process that is appropriate, comprehensive, and in line with good corporate governance principles (please refer to the criteria relating to the nomination process in the Annual Report 2024 under the section "Report on Key Performance in Corporate Governance" sent to the shareholders in the form of a QR Code on the registration document attached to the Notice of 2024 Annual General Meeting of Shareholders), viewed that the four retiring directors had all of the required qualifications pursuant to the Articles of Association of the Company and the relevant rules and regulations; that they did not have any prohibited characteristics to hold office as directors; that they had the skills, knowledge, competency, and experience in line with the Company's business operations; that they had contributed to the Company and performed their duties with responsibility, due care, and honesty continuously; that the candidates nominated as independent directors had all qualifications as independent directors in accordance with the applicable laws and regulations as well as the Company's requirements. As such, it was deemed appropriate to propose the re-election of the four retiring directors for another term to the Board of Directors and the shareholders' meeting for consideration and approval.

Board of Directors' Opinion: The Board of Directors (by disinterested members), having shared the same view as the Remuneration and Nomination Committee in all respects, deemed it appropriate to propose the re-election of the four retiring directors, i.e., Mr. Minki Brian Hong, Mrs. Kesara Manchusree, Miss Manida Zimmerman, and Mr. Rithisak Patanakul, for another term, where Mrs. Kesara Manchusree, Miss Manida Zimmerman would be qualified as independent directors, to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes (for the consideration of the election of directors, the Company shall propose the election of each director to the shareholder's meeting for consideration and approval separately).

Agenda item 8 To consider and approve the determination of directors' remuneration

Facts and reasons: The Company has set out policies and criteria for determining the directors' remuneration to be appropriate and commensurate with their duties and responsibilities, in compliance with the relevant laws and regulations, and comparable to industry practice. In addition, the Company has set out the directors' remuneration process where the Remuneration and Nomination Committee shall review the directors' remuneration every three years and then propose the same for the Board of Directors endorsement and inclusion in the agenda of the annual general meeting of shareholders.

As for the determination of directors' remuneration for 2024, the Board of Directors has considered the performance of the directors and members of the sub-committees who had contributed to the Company and performed their duties with responsibility, due care, and honesty continuously; the Remuneration and Nomination Committee deemed it appropriate proposed that the Board of Directors consider proposing the e-AGM 2024 to remain unchanged the remuneration of Company directors and members of sub-committees. The Directors' remuneration shall be recognized as the Company's expenses and, effective from the date of approval by the e-AGM 2024, details are in the table below. Such directors' remuneration shall be effective from the date on which the 2024 Annual General Meeting of Shareholders has resolved to approve the same until amended otherwise by the resolution of the shareholders' meeting.

Remuneration for	Chairman (Baht/Month)		Member (Baht/Month)	
	2023	2024 (Proposed)	2023	2024 (Proposed)
Board of Directors	161,000	161,000	92,000	92,000
Audit Committee	57,500	57,500	34,500	34,500
Risk Management Committee	57,500	57,500	34,500	34,500
Remuneration and Nomination Committee	57,500	57,500	34,500	34,500
Investment Committee	57,500	57,500	34,500	34,500

Remark: There is no directors' remuneration in the form of benefits other than the director's remuneration as indicated above, with the exception of accident insurance and health insurance premiums in the total amount not exceeding THB 200,000 that the Company has procured for the independent directors in 2024 and actual traveling expenses incurred in connection with the meeting attendance, which independent directors can reimburse and Directors' training fees, if any.

Moreover, Mr. Chandrashekar Subramanian Krishoolndmangalam, Mr. Phonganant Thanattrai, Mr. Vasin Udomratchatavanich, Mr. Rithisak Patanakul, Mr. Minki Brian Hong, Mr. Elcid Vergara, and Mr. Piyasak

Ukritnukun, directors who are the representative of a major shareholder and Managing Directors, has refused to receive such directors' remuneration.

Board of Directors' Opinion: The Board of Directors, having shared the same view as the Remuneration and Nomination Committee in all respects, deemed it appropriate to propose the determination of directors' remuneration for 2024 as detailed above to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of at least two-thirds of the total votes of the shareholders attending the meeting.

Agenda item 9 To consider and approve the appointment of auditors and the determination of audit fee

Facts and reasons: Section 120 of the PLCA requires that the annual general meeting of shareholders shall consider and appoint auditors and determine the audit fee every year. In this regard, the Audit Committee, having considered according to the company's auditor selection process. and guidelines set by the Audit Committee and having considered and assessed the performance of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. in the previous year, viewed that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as a renowned audit firm having the experience in providing auditing services for others having similar business to the Company and being well equipped with personnel, would be able to perform the duties to the international auditing standards; that the said firm had provided good auditing services to the Company in the previous year. In addition, they have all the qualifications as specified in the relevant regulations and they had no relations to or transactions with the Company that may lead to a conflict of interest as a result of having interest with the Company, directors, executives, major shareholders, or their related persons that may affect the performance of duties independently. As such, it was deemed appropriate to propose the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year of 2024 as detailed in the table below to the Board of Directors and the shareholders' meeting for consideration and approval.

Name of Nominated Auditors	CPA License Number	Years Audited
Mr. Chavala Tienpasertkij and/or	4301	2018
Mr. Kasiti Ketsuriyong and/or	8833	-
Mrs. Nisakorn Songmanee and/or	5035	-
Mrs. Darunee Chantra	8625	2023

In addition, the Audit Committee, having considered and assessed the audit fee of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., viewed that the audit fee for the fiscal year of 2024 with a 2.5% increase from the previous year was appropriate. As such, it was deemed appropriate to propose the determination of audit fee for the fiscal year of 2024 in the amount of up to Baht 2,799,000 as detailed in the table below to the Board of Directors and the shareholders' meeting for consideration and approval.

Auditors' Remuneration	2022	2023	2024 (Proposed)
Audit fee	2,605,000	2,730,000	2,799,000

Non-audit fee	-None-	-None-	-None-
---------------	--------	--------	--------

In this regard, the Company does not have any subsidiary and if there is additional work other than the normal annual audit, the Board of Directors shall be authorized to determine ad-hoc expenses as they may be incurred.

Board of Directors' Opinion: The Board of Directors, having shared the same view as the Audit Committee in all respects, deemed it appropriate to propose the appointment of Mr. Chavala Tienpasertkij and/or Mr. Kasiti Ketsuriyong and/or Mrs. Nisakorn Songmanee and/or Mrs. Darunee Chantra from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year of 2024 and the determination of audit fee for the fiscal year of 2024 in the amount of up to Baht 2,799,000 as detailed above to the shareholders' meeting for consideration and approval.

Resolution: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 10 To consider and Approve of Debenture Issuance Credit Line Extension

Facts and reasons: Following the extraordinary shareholder meeting resolution No. 1/2021 of the Company, which approved the Company to issue and offer debentures up to a limit of 60,000 Million Baht to support business growth, the Company's Board of Directors proposes the e-AGM 2024 to consider and approve the extended debenture credit line from a total limit of 60,000 Million Baht to a total limit of 80,000 Million Baht, with the outstanding principal amount at any given time not exceeding 80,000 Million Baht (Revolving Basis) as detailed below, and to present such details to the shareholder meeting for further approval.

Issuer	Ngern Tid Lor Public Company Limited
Objective	To utilize the proceeds from the issuance and offering of bonds for business operations and/or expansion, and/or as working capital, and/or for debt repayment, or other purposes as deemed appropriate by the Company's Board of Directors.
Type	All types of debentures (including but not limited to secured or unsecured debentures, subordinated or non-subordinated debentures, interest-paying or non-interest-paying debentures), depending on the fundraising objectives and market conditions at the time of each issuance and offer.
Currency	Thai Baht and/or foreign currencies, using the exchange rate at the time of each issuance and offering of the bonds.
Total Offering Value	Not exceeding 80,000 Million Baht, including debentures issued but not yet redeemed at any given time. The limit of debentures already redeemed will be considered as part of the limit for new debentures that the Company can issue and offer (Revolving Basis).

Interest Rate	To be determined at each issuance, depending on market conditions at the time of issuance and offering and other relevant factors, subject to the regulations of the Securities and Exchange Commission (SEC) and/or the SEC office and/or other relevant announcements or regulations.
Financial Ratios	The company will maintain a debt-to-equity ratio (Debt to Equity Ratio) at the end of each quarterly accounting period in each quarter of the company according to the company's financial statements that have been reviewed or audited by an auditor, at a ratio not exceeding 6:1.
Maturity	Dependent on market conditions at the time of issuance and offering, with the possibility of pre-determined redemption before maturity or not, or bonds that mature upon the Company's dissolution (perpetual).
Offering	(1) Offer all bonds at once or on multiple occasions and/or as a project and/or in a revolving manner. (2) Offer to the general public and/or high-net-worth investors and/or to specific investors and/or institutional investors domestically and/or internationally, on the same or different occasions, according to the announcements of the SEC and/or the Capital Market Supervisory Board, or according to ministerial regulations, rules, and other relevant laws effective at the time of the bond issuance and offering.
Prepayment	Bondholders may or may not have the right to request prepayment, and the Company may or may not have the right to make prepayment, or the Company may specify special event prepayments or not, all in accordance with the terms and conditions of each bond issuance.
Authority	To propose for the shareholders' meeting approval, authorize the Company's authorized signatories, the Senior Management Team, or persons designated by the Senior Management Team to have the authority as follows: (1) Determine various details related to the debentures, including type, name, interest rate, maturity, redemption, and appointment of bondholder representatives, as well as details related to the offering, such as different offering formats or on an occasion basis, including but not limited to price, methods, and timing of offering and allocation. (2) Appoint financial advisors and/or securities underwriters and/or credit rating agencies for the issuer and/or securities and/or other persons in

	<p>cases where appointments are required by relevant regulations or as deemed appropriate.</p> <p>(3) Contact, negotiate, sign, and amend contracts and/or documents, including providing information, submitting documents to the SEC office and/or other relevant agencies regarding the issuance and offering of such bonds, and carrying out any actions related or necessary as deemed appropriate.</p>
--	--


Board of Directors' Opinion: The Board of Directors, having viewed the extended debenture credit line was appropriate and would not affect the Company or the benefits of the shareholders, deemed it appropriate to propose the e-AGM 2024 to approve the extended debenture credit line from a total limit of 60,000 Million Baht to a total limit of 80,000 Million Baht, with the outstanding principal amount at any given time not exceeding 80,000 Million Baht (Revolving Basis) detailed as proposed.

Resolution: The resolution for this agenda item requires a majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda item 11 To consider other business (if any)

The Company provided an opportunity for shareholders to propose the business on the agenda following the criteria disclosed on the Company's website from November 15, 2023, to December 31, 2023; however, no shareholder proposed any business on the agenda.

All shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders to be held as an e-meeting (e-AGM) only on April 18, 2024, at 13.30 as the Company shall not arrange any meeting room. The meeting attendance request form and other required documents can be submitted via e-Request in advance from 8:30 of April 4, 2024 until the meeting is adjourned. After the request form has been verified and approved by the Company, the registered shareholder or proxy will receive an email with a username and password and a link to register to attend the meeting on the day of the meeting. Registration for meeting attendance will be open from 11.30 on April 18, 2024, until the meeting is adjourned.

<p style="text-align: center;">Shareholders or proxies can use the e-Request at:</p> <p style="text-align: center;">Click here to register for the AGM</p> <p>For inquiries or technical support of the e-Meeting system, please contact 02-931-9133 (available from April 4, 2024, to April 17, 2024, from 8.30 to 17.30 hours on business days only).</p>	 <p>Or scan QR Code</p>
---	--

Please be informed accordingly,

Sincerely yours,

A handwritten signature in blue ink, appearing to read "K. Subramanian".

Mr. Chandrashekar Subramanian Krishoolndmangalam

Chairman of the Board

Ngern Tid Lor Public Company Limited

Contact us: Corporate Secretariat Department

e-mail: InvestorRelations@tidlor.com

Telephone: 02-792-1915