

# Notification of the Annual General Meeting of Shareholders

**Year 2024**

**Thursday, April 18, 2024 at 13.30 hrs.**

**Meeting Type: Electronic Meeting (e-AGM)**

with live broadcast from 12A floor, Ari Hills Building,  
Head Quarter of Ngern Tid Lor PCL

**Ngern Tid Lor Public Company Limited** kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of e-AGM, and prepare identity documents, as well as study the procedures for voting and attending the e-AGM or appointing an independent director of the Company to act as your proxy to vote on your behalf.

**For inquiries about e-AGM system/technical support,  
please contact: 02-931-9134**

(available from April 4 - April 18, 2024 during 08:30 – 17:30 hours (Business days only)).

Proceed with the E-Request at:  
[Click here to register for the AGM](#)

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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-
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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>
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**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;"><a href="#">Click here to register for the AGM</a></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>
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Please be informed accordingly,

Sincerely yours,



Mr. Chandrashekar Subramanian Krishoolndmangalam

Chairman of the Board

Ngerm Tid Lor Public Company Limited

Contact us: Corporate Secretariat Department

e-mail: [InvestorRelations@tidlor.com](mailto:InvestorRelations@tidlor.com)

Telephone: 02-792-1915



## Annual Report (One-report) for the year 2023 (QR Code)

Download the Annual Report (One report) for the year 2023

<https://qrcode.shareinvestor.app/u/EKQe1oRbJY>



Scan QR Code

(F53-4)

**Report Form for Capital Increase**  
**Ngern Tid Lor Public Company Limited**

**28 February 2024**

We, Ngern Tid Lor Public Company Limited, hereby report the resolution of the Board of Directors' meeting No 2/2024, dated 28 February 2024, relating to the capital increase and allotment of capital increase shares as follows:

**1. Capital decrease/increase:**

The Board of Directors' meeting passed a resolution with approval of the Company's registered capital decrease and capital increase as follows;

- To decrease a registered capital of the Company from Baht 10,395,161,359 to Baht 10,395,077,128.50 by eliminating the 22,765 registered shares with the par value of Baht 3.70, which remains from the allocation of stock dividend per the resolution adopted from the Annual General Meeting Shareholders for the year 2023 and
- To increase a registered capital of the Company from Baht 10,395,077,128.50 to Baht 10,780,079,984.70 by issuance of 104,054,826 ordinary shares with a par value of Baht 3.70 each, totaling Baht 385,002,856.20.

**2. Allotment of capital increase shares:**

The Board of Directors' meeting passed a resolution with approval the allotment of 104,054,826 ordinary shares with a par value of Baht 3.70 each, totaling Baht 385,002,856.20 to reserve for the stock dividend payment as follows;

**2.1 Specifying the purpose of utilizing the capital**

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Existing Shareholders	104,054,826	27: 1	-	To reserve for the stock dividend	Stock dividend

## **2.2 The Company's plan in case where there is a fraction of shares remaining**

If there is an indivisible fraction of shares remaining, the dividend will be paid in the form of cash dividend for that fraction of shares instead.

## **2.3 The number of shares remaining from the allotment**

-None-

## **3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares**

The Annual General Meeting of Shareholders for the year 2024 is scheduled to be held on 18 April 2024 at 1.30 p.m. in the form of electronic meeting (e-AGM) with a live broadcasting from Ari Hill Building, the Head Quarter of the Company.

The determination of the list of shareholders with the rights to attend this meeting (Record date) on 14 March 2024

## **4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)**

4.1 The Company shall register the capital increase and the change in the paid-up capital of the Company with the Department of Business Development, Ministry of Commerce.

4.2 The Company shall submit the request to list newly-issued shares from stock dividends payment with the Stock Exchange of Thailand.

## **5. Objective of the capital increase and plans for utilizing the increased capital**

To allocate stock dividend to existing shareholders as investment return.

## **6. Benefits that the Company will receive from the capital increase / share allotment:**

The proceeds will enable the Company to maintain working capital and strengthen the Company's financial status in order to operate the new projects in the future.

## **7. Benefits that the shareholders will receive from the capital increase/share allotment:**

7.1 The Company has a policy to pay dividends not less than 20 percent of the net profit each year.

7.2 The shareholder who will be allotted the stock dividend is entitled to receive dividends as are the existing shareholders.

**8. Other details necessary for shareholders’ decision-making in the approval of the capital increase/share allotment:**

- None -

**9. Schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:**

No.	Procedures of the capital increase	Date
1	The Board of Directors’ Meeting No. 2/2024	28 February 2024
2	The record date to determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2024	14 March 2024
3	The Annual General Meeting of Shareholders for the year 2024	18 April 2024
4	Registration the registered capital increase and amendment of the Company’s Memorandum of Association with the Ministry of Commerce	Within 14 days from the date the Annual General Meeting of Shareholders approved
5	The record date to determine names of shareholders who have the right to receive dividend payment	25 April 2024
6	Dividend payment date	14 May 2024

We hereby certify that the information contained in this report form is correct and complete in all respects.

Signed **Mr. Chandrashekar K.S** Authorized director  
(Mr. Chandrashekar Subramanian Krishoolndmangalam)

Signed ... **Mr. Elcid Vergara** ... Authorized director  
(Mr. Elcid Vergara)

Profiles of the nominated Directors retired by Rotation proposed to be re-elected



1 Mr. Minki Brian Hong

Position	Director, Chairman of Remuneration and Nomination Committee
Age	51 years
Nationality	American
Education	Bachelor of Arts in Business Economics and Political Science, Brown University
Training	Certificate from Thai Institute of Directors (IOD), Director Certification Program Class No. 313/2021
Other Position in Listed Company	None
Other Position	<ul style="list-style-type: none"> <li>• 2022 – Present Director, Professional Services, Inc. (Philippines)</li> <li>• 2022 – Present Director, Phuong Chau Investment and Commercial Joint Stock Company (Vietnam)</li> <li>• 2022 – Present Director, Universal Healthcare Holding Inc. (Philippines)</li> <li>• 2022 – Present Director, Starlight TopCo Limited (Hong Kong)</li> <li>• 2022 – Present Director, Starlight Universe Limited (Hong Kong)</li> <li>• 2021 – Present Director, Southeastasia Retail Inc. (Philippines)</li> <li>• 2021 – Present Managing Partner, South East Asia, CVC Capital Partners (Hong Kong)</li> <li>• 2020 – Present Director, CVC Asia Pacific Limited (Hong Kong)</li> <li>• 2015 – Present Director, Asia Link Dewa Pte. Ltd. (Singapore)</li> <li>• 2013 – Present Director, Asia Outsourcing Singapore Pte. Ltd. (Singapore)</li> </ul>
Experience (in last 5 years)	<ul style="list-style-type: none"> <li>• Evaluated and advised on potential investment opportunities. Activities include deal origination, development of investment thesis, due diligence, and deal terms and structure.</li> <li>• Monitoring of selected portfolio investments including active board member participation and direct engagement with company management with a focus on implementation of identified key initiatives.</li> </ul>

	<ul style="list-style-type: none"> <li>• Co-lead coverage for South East Asia region and lead for Financial Services sector, managing team of nine investment professionals.</li> <li>• Completed investment in The Medical City. a hospitals and clinics operator in Philippines.</li> <li>• Completed investment in Phuong Chau International Hospital a private hospital chain (Vietnam).</li> <li>• Completed investment in Southeast Asia Retail Inc. a membership-only warehouse club in Philippines.</li> <li>• Completed IPO of Ngern Tid Lor, debuts its shares, TIDLOR, in the Stock Exchange of (Thai).</li> <li>• Completed investment in Fast Logistics a transport and warehousing business in Philippines.</li> <li>• Completed investment in a non-bank auto finance company Ngern Tid Lor in (Thai).</li> <li>• Completed investment in Asia Commercial Bank (Vietnam).</li> <li>• Completed investment into LOLC Singapore for acquisition of 35% effective interest in PRASAC Microfinance of Cambodia.</li> </ul>
Date of taking the position of director	28 February 2019
Attendance for the year 2023	
Board of Director meeting	11/12
Remuneration and Nomination Committee	6/6
Number of shareholdings (as of 28 December 2023)	None
Relationships among other management	None
Director or executive position in other companies, which may result in conflicts of interest or business competition with the Company	None

Remark: The number of Shares includes shares held by spouse and minor children.



2. Mrs. Kesara Manchusree

Position	Independent Director, Chairman of Audit Committee, and Member of Remuneration and Nomination Committee
Age	63 years
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>● Master of Science in Finance, Golden Gate University, San Francisco, USA</li> <li>● Bachelor of Art in Economics, Thammasat University</li> </ul>
Training	<ul style="list-style-type: none"> <li>● ASEP “Advanced Senior Executive Program” Evanston, Illinois, USA Sasin and Kellogg School of Management, Senior Executive Program, Chulalongkorn University</li> <li>● Certificate, Capital Market Academy Leadership Program, The Stock Exchange of Thailand, Class 4</li> <li>● Certificate from Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>– Advanced Audit Committee Program Class No. 45/2022</li> <li>– Director Certification Program Class No. 82/2006</li> <li>– Role of Chairman Program Class No. 46/2020</li> </ul> </li> </ul>
Other Position in Listed Company	<ul style="list-style-type: none"> <li>● 2020 - Present Independent Director and Chairman of Audit Committee, Interlink Telecom PLC.</li> <li>● 2018 - Present Chairman and Chairman of Sustainable Committee , N R Instant Produce PLC.</li> </ul>
Other Position	<ul style="list-style-type: none"> <li>● 2020 - Present Independent Director and Chairman of Audit Committee, aCommerce Group Co., Ltd.</li> <li>● 2018 - Present Chairman, and Chairman of Sustainable Committee , TSFC Securities PLC.</li> <li>● 2019 - Present Independent Director and Chairman of Audit Committee, DAOL (Thailand) PLC.</li> </ul>

	<ul style="list-style-type: none"> <li>● 2018 - Present Independent Director and Chairman of Audit Committee, DAOL Securities (Thailand) PLC.</li> <li>● 2018 - Present Chairman and member of Audit Committee, DAOL Asset Management Co., Ltd.</li> <li>● 2020 – Present Honorary Member, Khon Kaen University Council Committee.</li> </ul>
Experience (in last 5 years)	<ul style="list-style-type: none"> <li>● 2014 - 2018 CEO, The Stock Exchange of Thailand</li> <li>● 2013 - 2014 Senior Executive Vice President, The Stock Exchange of Thailand</li> <li>● 2004 - 2014 Managing Director, Thailand Futures Exchange PLC.</li> </ul>
Date of taking the position of director	6 March 2020
Attendance for the year 2023	
Board of Director Meeting	12/12
Audit Committee Meeting	4/4
Remuneration and Nomination Committee	6/6
Number of shareholdings (as of 28 December 2023)	1,211,538 shares* or 0.0431%
Relationships among other management	None
Director or executive position in other companies which may result in conflicts of interest or business competition with the Company	None

Remark: (1) including spouse and minor children





### 3. Miss Manida Zimmerman

Position	Independent Director
Age	57 years
Nationality	Thai
Education	MBA Assumption University LL.M., Columbia University LL.B., Thammasat University Graduate Diploma Business Law, Thammasat University
Training	Certificate from Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>● Role of the Nomination and Governance Committee (RNG) Class 2/2012 (IOD)</li> <li>● Director Certification Program (DCP) Class 8/2001 (IOD)</li> </ul>
Other Position in Listed Company	2003 - Present Independent Director & Audit Committee, Business Online Public Company Limited 2014 – Present Nomination and Remuneration Committee, Business Online Public Company Limited
Other Position	● None
Experience (in last 5 years)	● 2020 - 2021 Independent Director & Audit Committee, Intouch Holdings Public Company Limited
Date of taking the position of director	29 May 2023
Attendance for Board of Director Meeting year 2023	5/7*
Number of shareholdings (as of 28 December 2023)	339,879 Shares ** 0.0121%
Relationships among other management	None
Director or executive position in other companies which may result in conflicts of interest or business competition with the Company	None

Remark: \*She was appointed by the Board of Directors' Meeting on 5/2023, effective May 29, 2023.

\*\*including spouse and minor children



#### 4. Mr. Rithisak Patanakul

Position	Director and Member of Investment Committee	
Age	46 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>• Master of International Management, Thunderbird, The American graduate school of international management</li> <li>• Bachelor of Business Administration Chulalongkorn University</li> </ul>	
Training	<ul style="list-style-type: none"> <li>• Certificate from Thai Institute of Directors (IOD) for Directors Certification Program Class No. 351/2023</li> </ul>	
Other Position in Listed Company	<ul style="list-style-type: none"> <li>• Executive Vice President, Bank of Ayudhya Plc.</li> </ul>	
Other Position	<ul style="list-style-type: none"> <li>• None</li> </ul>	
Experience (in last 5 years)	<ul style="list-style-type: none"> <li>• 2021 - Current Executive Vice President, Enterprise-Wide Risk Management, Bank of Ayudhya Plc.</li> <li>• 2015-2020 Senior Vice President, Enterprise-Wide Risk Management, Bank of Ayudhya Plc.</li> </ul>	
Date of taking the position of director	30 October 2023	
Attendance for year 2023		
Board of Director meeting	2/2*	
Investment Committee	2/2*	
Number of shareholdings (as of 28 December 2023)	None**	
Relationships among other management	None	
Director or executive position in other companies which may result in conflicts of interest or business competition with the Company	None	

Remark: \*He was appointed by the Board of Directors' Meeting 9/2023, effective October 30, 2023

\*\* including spouse and minor children

Brief profiles of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are summarized below:

1. Mr. Chavala Tienpasertkij

Age	56 Years
Education	<ul style="list-style-type: none"> <li>• Master Degree in Accountancy, Chulalongkorn University</li> <li>• Master Degree in Management, Mahidol University</li> <li>• Bachelor Degree in Accountancy, Bangkok University</li> </ul>
Certified Public Accountant )Thailand (Registration Number	4301
Part of work experiences <ul style="list-style-type: none"> <li>• 2007 – Present</li> <li>• 2019 – Present</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>• Audit &amp; Assurance Leader Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>
Professional experience <ul style="list-style-type: none"> <li>• 2005 – Present</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> </ul>

2. Mr. Kasiti Ketsuriyonk

Age	44 Years
Education	<ul style="list-style-type: none"> <li>• Master Degree in Accountancy, Thammasat University</li> <li>• Bachelor Degree in Accountancy, Thammasat University</li> </ul>
Certified Public Accountant (Thailand) Registration Number	8833
Part of work experiences <ul style="list-style-type: none"> <li>• 2017 – Present</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>
Professional experiences <ul style="list-style-type: none"> <li>• 2005 – Present</li> <li>• 2014 – Present</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>• Member of Accounting Technical sub-committee under Accounting Standard Board of Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> </ul>

**3. Ms. Nisakorn Songmanee**

Age	56 Years
Education	<ul style="list-style-type: none"> <li>• Master Degree in Accountancy, Chulalongkorn University</li> <li>• Bachelor Degree in Accountancy, Rajamangala University of Technology</li> </ul>
Certified Public Accountant (Thailand) Registration Number	5035
Part of work experiences	<ul style="list-style-type: none"> <li>• 2008 – Present</li> <li>• 2021 - Present</li> </ul>
	<ul style="list-style-type: none"> <li>• Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> <li>• Company's Director Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>
Professional experiences	<ul style="list-style-type: none"> <li>• 2005 – Present</li> <li>• 2017 – Present</li> </ul>
	<ul style="list-style-type: none"> <li>• Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>• Accounting System Committee Supervision of Accounting Professions, the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> </ul>

**4. Ms. Darunee Chantra**

Age	44 Years
Education	<ul style="list-style-type: none"> <li>• Bachelor Degree in Accountancy, Thammasat University</li> <li>• Bachelor Degree in Law, Chulalongkorn University</li> <li>• Bachelor Degree in Business Administration, Ramkhamhaeng University</li> </ul>
Certified Public Accountant (Thailand) Registration Number	8625
Part of work experiences	<ul style="list-style-type: none"> <li>• 2020 – Present</li> </ul>
	<ul style="list-style-type: none"> <li>• Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>
Professional experiences	<ul style="list-style-type: none"> <li>• 2008 – Present</li> </ul>
	<ul style="list-style-type: none"> <li>• Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> </ul>

-Translation-

## Profile of Independent Directors for Proxy Appointment

## 1 Mr. Supawat Likittanawong

Position	Independent Director, Member of Audit Committee, and Member of Investment Committee
Age	50 years
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>Ph.D. B of Business Administration, Thammasat University</li> <li>Master of Business Administration, Darden Graduate School of Business Administration, University of Virginia</li> <li>Bachelor of Science in Accounting with Honors, Thammasat University</li> </ul>
Training	Certificate from Thai Institute of Directors (IOD) <ul style="list-style-type: none"> <li>Directors Certification Program Class No. 302/2021</li> <li>Directors Accreditation Program Class No. 173/2020</li> </ul>
Other Position in Listed Company	
Other Position	<ul style="list-style-type: none"> <li>2022 - Present Director, DVK Healthcare Co., Ltd.</li> <li>2020 - Present Director, Devakam Apothecary Hall Co., Ltd.</li> <li>2020 - Present Director, BCL Property Co., Ltd.</li> <li>2008 - Present Partner, Lakeshore Capital Thailand</li> </ul>
Experience (in last 5 years)	None
Date of taking the position of director	6 March 2020
Attendance for year 2023	
Board of Director Meeting	12/12
Audit Committee Meeting	4/4
Investment Committee Meeting	7/7
Number of shareholding (as of 28 December 2023)	1,211,538 shares or 0.0431%
Relationships among other management	None
Special interests in the business on the agenda	There is no particular interest in any business on the agenda.

## 2 Mr. Patara Yongvanich

Position	Independent Director, Member of the Audit Committee, and Chairman of the Investment Committee
Age	49 years
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>● Master of Business Administration, Cornell University</li> <li>● Master of Science (Industrial Engineering), Stanford University</li> <li>● Business of Science (Mechanical Engineering), Cornell University.</li> </ul>
Training	<ul style="list-style-type: none"> <li>● Certificate from Thai Institute of Directors (IOD)</li> <li>● Directors Certification Program Class No. 313/2021</li> <li>● Directors Accreditation Program Class No. 134/2017</li> </ul>
Other Position in Listed Company	<ul style="list-style-type: none"> <li>● 2014 – Present Independent Director and Member of Audit Committee, Humanica PLC.</li> </ul>
Other Position	<ul style="list-style-type: none"> <li>● 2022 - Present Managing Director, PAX8 International (Thailand) Co., Ltd.</li> <li>● 2021 - Present Director, Relationship Republic Co., Ltd.</li> <li>● 2013 - Present Managing Director, Asia, Rhipe Technology (Thailand) Co., Ltd.</li> </ul>
Experience (in last 5 years)	None
Date of taking the position of director	6 March 2020
Attendance for year 2022	
Board of Director Meeting	12/12
Audit Committee Meeting	4/4
Investment Committee Meeting	6/7
Number of shareholding (as of 28 December 2023)	969,230 shares or 0.0345%
Relationships among other management	None
Special interests in the business on the agenda	There is no particular interest in any business on the agenda.

-Translation-

Company's Articles of Association relating to the General Meeting of Shareholders

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**Chapter 5**

**Board of Directors**

Article 19 Directors shall be elected at the meeting of shareholders by a majority vote in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share held.
- (2) The shareholder shall elect director individually
- (3) Each shareholder may exercise all of his/her votes under (1) to elect one or several persons as director or directors but the shareholder shall not allot his/ her votes to any person in any number.
- (4) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote in that order.

Article 20 At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire.

The directors vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who then has held office the longest shall vacate.

A director who retires may be re-elected by the meeting of shareholders.

**Chapter 6**

**Meeting of Shareholders**

Article 31 The board of directors shall call for a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.

Any meeting of shareholders other than the one referred above shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate. One or several shareholders holding shares amounting to not less than ten (10) per cent of total number of issued shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, by clearly stating the reasons for calling such meeting in such request. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the aforesaid period, the shareholders subscribing their names in the request or other shareholders holding shares not less than the required amount may call the meeting by themselves within forty-five (45) days from the expiration of the aforesaid period. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders fails to form a quorum as prescribed by Article 31, the shareholders under the third paragraph shall be jointly responsible for any and all expenses incurred to the Company from convening such meeting.

Article 32 In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by indicating whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, including the opinion of the board of directors on the said matters. The said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

The venue of the meeting may be at the head office of the Company, or other place in the locality in which the head office of the Company is situated or in a neighbouring province.

Article 33 Shareholders may authorise proxies to attend the meeting and vote on their behalf. The instrument appointing a proxy shall be dated and signed by the shareholder and shall be made in the form determined by the registrar.

The instrument appointing a proxy has to be submitted to the chairman of the board or the person designated by the chairman of the board at the place of the meeting before the proxy attends the meeting.

Article 34 A quorum of a meeting of shareholders shall comprise not less than twenty-five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.



Article 35 The chairman of the board shall be the chairman of the meeting of shareholders. In the case where the chairman of the board is not present at a meeting or cannot perform duties, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no such vice-chairman or such vice-chairman cannot perform duties, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 36 Each shareholder shall have one (1) vote for one (1) share held by him. The vote shall be done publicly, unless a poll is demanded by at least five shareholders and the meeting resolves to pass the resolution in a poll. The method of the poll will be specified by the chairman of the meeting of the shareholders.

Any shareholder having special interest in any matter shall have no right to vote in such matter, except for a matter of an election of directors.

Article 37 A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the payment of remuneration to director, a vote of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting.
- (3) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
  - (a) the sale or transfer of the whole or substantial part of the Company's business to other person(s);
  - (b) the purchase or acceptance of business transfer of other companies or the private companies to be a part of the Company's business;
  - (c) the execution, amendment or termination of any agreement with respect to leasing out of the whole or substantial parts of the Company's business, the assignment to other person(s) to manage the business of the Company, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing;
  - (d) the amendment to the Memorandum of Association or the Articles of Association of the Company;
  - (e) the increase or reduction of the registered capital of the Company;
  - (f) the issuance of debentures of the Company;
  - (g) the amalgamation with another company;
  - (h) the dissolution of the Company.

- Article 38 Businesses to be transacted at an annual general meeting of shareholders shall be as follows:
- (1) Acknowledgement of the board of director's report in relation to works undertaken during the past period of time;
  - (2) Consideration and approval of the balance sheet and the profit and loss statement of the past fiscal year;
  - (3) Consideration of appropriation of profits and/or reserve fund;
  - (4) Election of new directors to replace directors who retire by rotation;
  - (5) Fixing of the remuneration of directors;
  - (6) Appointment of the auditor and fixing of the auditing fee;
  - (7) Other matters.

**Documents Required to Attend the e-AGM, Appointment of Proxy,  
Submission of Meeting Attendance Request Form (E-Request)**

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Shareholders or proxies wishing to attend the meeting (e-AGM) must submit the meeting attendance request form (E-Request) by following all the procedures specified in Attachment No. 6 and No. 7. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration. Shareholders or proxies must prepare and submit all the required documents together with the Meeting Attendance Request Form (E-Request) as specified in this Attachment No. 6.

**1. Documents required to attend the Meeting via Electronic Media (E-Meeting)**

**Natural Person**

**1. Self-attending via electronic media (E-AGM)**

Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

**2. Proxy**

2.1 Completed Proxy Form (select either the Proxy Form B), signed by the shareholder and the proxy.

2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder. In case of a change of name, supporting documents are required.

2.3 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

**Juristic Person**

**1. Attendance by authorized person of a juristic person shareholder via electronic media (e-AGM)**

1.1 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

1.2 Certified true copy of the shareholder's affidavit (not older than one year) by the shareholder representative (authorized director) who attends the e-AGM with a statement affirming the authority to act on behalf of the juristic person shareholder.

## 2. Proxy

- 2.1 Completed Proxy Form (select either the Proxy Form B), signed by the authorized person of the juristic person shareholder and the proxy.
- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized person of the juristic person shareholder. In case of a change of name, supporting documents are required.
- 2.3 Certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- 2.4 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

## 3. Custodian in Thailand authorized to act on behalf of foreign investors as a depository and administrator of shares

3.1 Required documents are the same as specified for a juristic person under 1 or 2. 3.2 In case foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:

- (1) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.
- (2) Custodian Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct by the shareholder or authorized person of such juristic person shareholder. The Company provides Proxy Form C as specified by the Department of Business the shareholders may download them from [www.tidlor.com](http://www.tidlor.com)

## 2. Authorization of Proxy

A shareholder who could not attend the E-AGM by himself/herself may appoint a proxy according to the following procedures:


1. Complete **only one of** the Proxy Forms attached herewith. A shareholder who does not appoint the Custodian shall use either Proxy Form B.

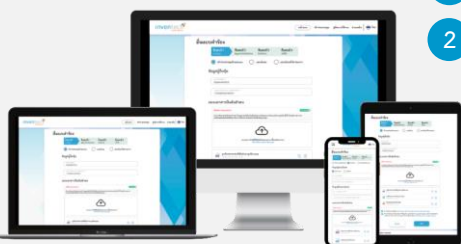
2. Appoint a person or an independent director of the Company as a proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as a proxy to attend the meeting.
3. Allocation of shares to several proxies to vote in the *meeting is not allowed*. A shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by foreign investors in accordance with Proxy Form C.
4. Please affix Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty. For the convenience of shareholders, the Company has prepared the stamp duty for the proxy.
5. Appointment of a proxy to attend the meeting
  - 5.1 Appointment of a proxy to attend the E-AGM on behalf of the shareholder The shareholder or proxy shall proceed with item 1-2 and submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-AGM) shown in Attachment No. 7 and **send the original proxy form and supporting documents to the Company.**
  - 5.2 Appointment of an independent director as a proxy to attend the E-AGM on behalf of the shareholder The shareholder shall proceed with item 1 - 2 and **submit the original proxy form and supporting documents to the Company. No additional submission of the Meeting Attendance Request Form (E-Request) is required.**
6. Return the original completed Proxy Form and certified true copies of supporting documents to reach the Company Secretary, 15th Floor, Ari Hill Building, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400., by April 7, 2023, so that the Company can review the documents prior to the meeting.
7. In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting.

## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/TIDLOR152555R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
  - Step 1 Fill in the information shown on the registration
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 4 April 2024 at 8:30 a.m. and shall be closed on 18 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 18 April 2024 at 11:30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 17 , 2024 at 4.00 p.m.


Ngern Tid Lor Public Company Limited


Company Secretary Office

428 Ari Hill Building, 15th floor, Phahonyothin Road, Samsen Nai Phaya Thai Bangkok 10400

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9134

 @inventechconnect

 The system available during 4 – 18 April 2024 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**

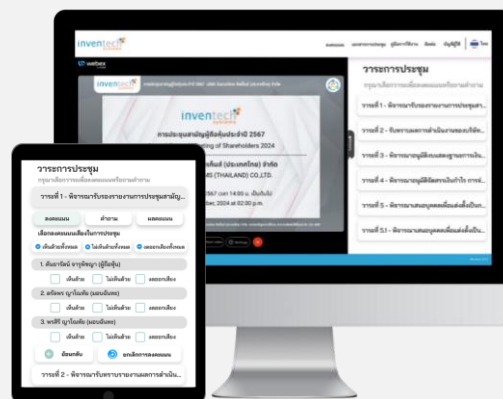


Report a problem

@inventechconnect

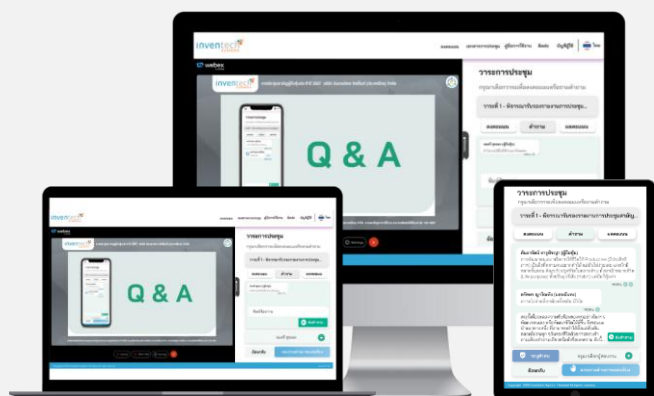
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then you can open the microphone and camera

## How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

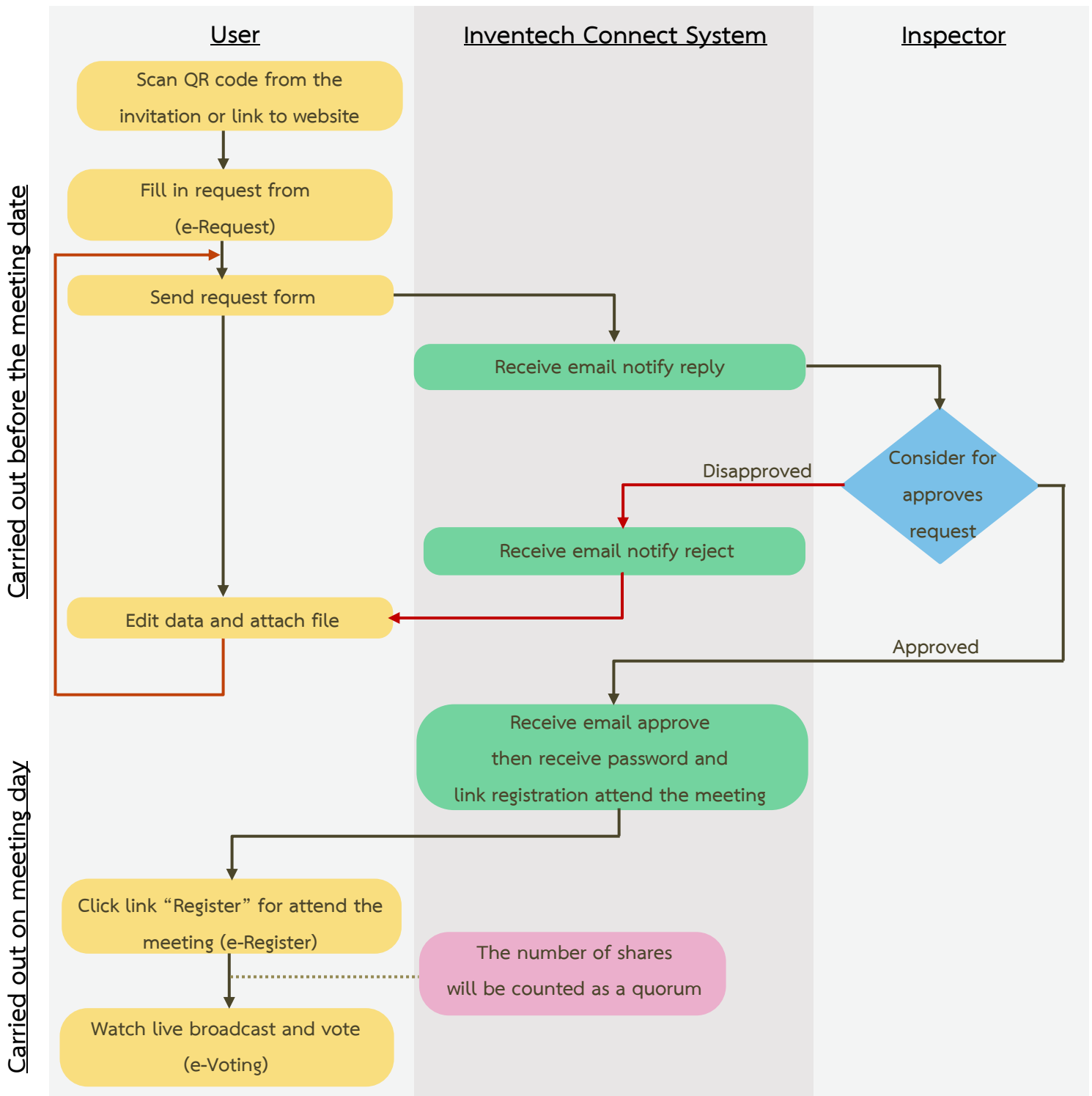


Video of using Inventech Connect

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



**Condition of use**

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.



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Requisition Form for supporting documents and Question Form for 2024 e-AGM

Ngern Tid Lor Public Company Limited

April 18, 2024, at 13.30 hours via Electronic Media (E-Meeting)

Shareholder(s) may request the supporting documents or submit a question (s) relating to the agenda item(s) for the 2024 e-AGM by Email to [InvestorRelations@tidlor.com](mailto:InvestorRelations@tidlor.com) or fill out the following details and return this form to TIDLOR via mail attention to *Company Secretary, 15<sup>th</sup> Floor, Ari Hill Building, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400.*

(.....) 2024 Notice of the Annual General Meeting of Shareholders

(.....) Annual Report for the year 2023 (56-1 One Report)

Place of receiving of the printed documents:

Name- Surname.....

Address No..... Village No ..... Alley ..... Village Name.....

Road ..... Sub-District ..... District .....

Province ..... Postal Code ..... Tel. ....

Remark : *For question (s) relating to the agenda item(s) for the 2024 e-AGM please submit the question to the company by April 17, 2024, at 17.00 hours*

## PROXY FORM B (SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

Made at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We, \_\_\_\_\_ nationality: \_\_\_\_\_, residing/located at No. \_\_\_\_\_,  
Road \_\_\_\_\_, Tambol/Kwaeng \_\_\_\_\_, Amphur/Khet \_\_\_\_\_,  
Province \_\_\_\_\_, Postal code \_\_\_\_\_,

(2) Being a shareholder of **Ngern Tid Lor PCL** holding \_\_\_\_\_ shares in total which are entitled to  
cast \_\_\_\_\_ votes as follows:

Ordinary shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes; and

Preferred shares: \_\_\_\_\_ - \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ - \_\_\_\_\_ votes,

(3) I/we wish to appoint

1. \_\_\_\_\_ age \_\_\_\_\_ years

Residing at no. \_\_\_\_\_, Soi \_\_\_\_\_, Road \_\_\_\_\_,

Kwaeng \_\_\_\_\_, Khet \_\_\_\_\_, Province \_\_\_\_\_, Postal Code \_\_\_\_\_

2. **Mr. Supawat Likittanawong**, age 50 years Position Independent Director/ Member of Audit Committee

Residing at no. 119/1, Moo no. 1 Tambol Khlong Mai, Amphur Sam Phran, Province Nakhon Pathom 73220

3. **Mr. Patara Yongvanich** age 49 years Position Independent Director/ Member of Audit Committee

Residing at no. 366/66 Soi Rama 3 Soi 77 Khwaeng Chong Nonsi, Khet Yan Nawa Bangkok 10120

As my/our proxy to attend and vote for me/us at the Electronic Annual General Meeting of Shareholders (e-AGM) year 2024 to be held on 18 April 2024 at 13:30 hours. According to laws and regulations relating to electronic meetings with live broadcast from 12A floor, Ari Hill Building, Head Quarter of Ngern Tid Lor PCL, or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no. 1 The Board of Directors' Report on 2023 Operations
- Agenda no. 2 The Company's Statement of Financial Position (Balance Sheets), Statements of Profit or Loss, and Other Comprehensive Income for the year ended December 31, 2023.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 3 Profit Allocation from the performance of the year ended December 31, 2023, and Dividend payment.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 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.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 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.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 6 To consider and approve the allocation of the increased ordinary shares to support the stock dividend payment.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

Agenda no. 7 To consider and approve the election of directors to replace those retiring by rotation.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

To elect directors as a whole.

Approve

Disapprove

Abstain

To elect each director individually:

7.1 Mr. Minki Brian Hong

Non-Executive Director

Approve

Disapprove

Abstain

7.2 Ms. Kesara Manchusree

Independent Director/ Chairman of Audit Committee

Approve

Disapprove

Abstain

7.3 Miss Manida Zimmerman

Independent Director

Approve

Disapprove

Abstain

7.4 Mr. Rithisak Patanakul

Non-Executive Director

Approve

Disapprove

Abstain

Agenda no. 8 To consider and approve the determination of directors' remuneration

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 9 To consider and approve the appointment of auditors and the determination of audit fee

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 10 To consider and Approve of Debenture Issuance Credit Line Extension

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 11 Other Business Consideration (If any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

- (5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.
- (6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the Proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed \_\_\_\_\_ Grantor  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

## Attachment to Proxy Form

A proxy is granted by a shareholder of Ngern Tid Lor PCL. the Electronic Annual General Meeting of Shareholders (e-AGM) year 2024 to be held on 18 April 2024 at 13:30 hours. According to laws and regulations relating to electronic meeting with live broadcast from 12A floor, Ari Hill Building, Head Quarter of Ngern Tid Lor PCL, or such other date, time and place as may be adjourned.

-----  
Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ re: \_\_\_\_\_

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve  Disapprove  Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed \_\_\_\_\_ Grantor  
( )

Date:

Signed \_\_\_\_\_ Proxy  
( )

Date: