

Notification of the Annual General Meeting of Shareholders

Year 2025

Friday, March 7, 2025 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 Public Company Limited

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: 02-460-9220**

(available from February 26 - March 7, 2025 during 8:30 - 17:30 hours on business days only)

Shareholders or proxies can use the e-Request at:
<https://app.inventech.co.th/TIDLOR132756R/#/homepage>

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TIDLOR_IR_003/2025

February 7, 2025

Subject: Notice of 2025 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. 2/2025 of Ngern Tid Lor Public Company Limited (the "Company") held on February 7, 2025, has resolved to call the **2025 Annual General Meeting of Shareholders as an e-meeting (e-AGM) on March 7, 2025, at 13.30 hours** in accordance with the laws and regulations relating to electronic meetings where the meeting shall be broadcast from 12 A Floor, Ari Hills, the Company's headquarters, and to determine the names of shareholders entitled to attend the meeting (Record Date) on February 21, 2025, with the business on the agenda as follows:

Agenda item 1 To consider and acknowledge the Board of Directors' report on 2024 operations

Fact and reason: The Board of Directors has prepared a report on 2024 operations and operating results as detailed in the Annual Report 2024 under the section "Management Discussion and Analysis (MD&A)" sent to the shareholders in the form of a QR Code on the registration document attached to the Notice of 2025 Annual General Meeting of Shareholders.

Board of Directors' Opinion: The Board of Directors deemed to appropriate to propose the Board of Directors' report on 2024 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 Comprehensive Income for the year ended December 31, 2024

Fact and reason: 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 Comprehensive Income of the Company for the year ended December 31, 2024, which have been audited by the Company's auditor and endorsed by the Audit Committee, are as detailed in the Annual Report 2024 under the section "Financial Statements and Notes to the Financial Statements" sent to the shareholders in the form of a QR Code on the registration document attached to the Notice of 2025 Annual General Meeting of Shareholders, which can be summarized below:

Unit: THB Millions

Description	2023	2024
Total assets	100,148	106,534
Total liabilities	71,724	76,007
Total shareholders' equity	28,423	30,527
Net profit	3,790	4,230
Total comprehensive income	3,749	4,156
Earnings per share (THB)	1.40	1.47

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income of the Company for the year ended December 31, 2024, 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, 2024, and approve the omission of dividend payment for the operating results for the three-month period from October 1 to December 31, 2024.

Fact and reason:

- 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. Accordingly, the Company has allocated as the statutory reserve amounting to Baht 89,280,963.
- As the Company is in the process of restructuring its shareholding and management structure, in accordance with the approval granted by the Extraordinary General Meeting of Shareholders No. 1/2024 on June 11, 2024, the Company has been approved to establish Tidlor Holdings Public Company Limited to operate as a holding company and launch a tender offer to purchase all shares in the Company from the Company's shareholders by issuing and offering newly issued ordinary shares of Tidlor Holdings in exchange for the Company's ordinary shares at the swap ratio of 1 ordinary share of the Company to 1 new ordinary share of Tidlor Holdings.

The Board of Directors' Meeting No. 11/2024 approved the payment of interim dividend from the operating performance during 1 January 2024 to 30 September 2024 in cash at Baht 0.438 per share with the total amount approximately Baht 1,276 million. The dividend payment was paid on January 17, 2025. This dividend payment represents 40% of the net profit for the nine-month period ended September 30, 2024, or 30% of the net profit for the fiscal year ended December 31, 2024.

The dividend payment is in line with the Company's dividend payment policy, which stipulates that dividend shall be paid not less than 20% of the Company's net profit of the financial statement, after-tax and reserve allocation.

A summary and comparison of the Company's dividend payments in the latest three fiscal years are as follows:

Annual performance/results	Stock Dividends	Cash Dividends (Baht/Share)	Total Dividends (Baht/Share)
Interim dividend (January 1 – September 30, 2024)	None	0.4380	0.4380
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

Board Directors' Opinion: The Board of Directors deemed it appropriate to propose shareholder detail as follows;

1. The allocation of profit from the operating results of the Company for the year ended December 31, 2024, in the amount of Baht 89,280,963 to the legal reserve.
2. The Company will not distribute dividends for the operating results of the three-month period from October 1 to December 31, 2024, as it has already paid interim dividends for the operating results from January 1, 2024, to September 30, 2024, in an amount not less than the Company's dividend payment policy.

As a result, the Board of Directors has reviewed the matter and determined that the annual dividend payment period coincides with the Shareholding and Management Restructuring plan. Therefore, the Board deems it appropriate to complete the Shareholding and Management Restructuring plan before reconsidering the dividend payment for the operating results of the three-month period from October 1 to December 31, 2024.

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 election of directors to replace those retiring by rotation

Fact and reason: 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 2025:

1. Mr. Chandrashekar Subramanian Krishoolndmangalam Chairman/Non-Executive Director
2. Mr. Piyasak Ukritnukun Managing Director
3. Mr. Sayam Prasitsirigul Non-Executive Director
4. Mr. Elcid Vergara 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 20, 2024 to January 5, 2025, however, no shareholder nominated any director candidate.

The Nomination and Remuneration 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 2025 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 2025 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; 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 Nomination and Remuneration Committee in all respects, deemed it appropriate to propose the re-election of the four retiring directors, i.e., Mr. Chandrashekar Subramanian Krishoolndmangalam, Mr. Piyasak Ukritnukun, Mr. Sayam Prasitsirigul and Mr. Elcid Vergara for another term, 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 5 To consider and approve the determination of directors' remuneration

Fact and reason: 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 Nomination and Remuneration 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 2025, 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 Nomination and Remuneration Committee deemed it appropriate proposed that the Board of Directors consider proposing the e-AGM 2025 to remain unchanged the remuneration of Company directors and members of sub-committees. details are in the table below. Such directors' remuneration shall be effective from the date on which the 2025 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)	
	2024	2025 (Proposed)	2024	2025 (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
Nomination and Remuneration 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 Baht 200,000 that the Company has procured for the independent directors in 2025 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. Sayam Prasitsirigul, 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.

Furthermore, when the ordinary shares of TIDLOR Holdings Public Company Limited (TIDLOR Holdings) are listed on the SET in replacement of the Company's listed securities, which will be delisted on the same day, and the directors and members of the sub-committees of the Company (who are also directors and

members of the sub-committees of TIDLOR Holdings) receive remuneration in their capacity as directors and members of the sub-committees of TIDLOR Holdings, the Company will cease to pay remuneration to those directors and members of the sub-committees as detailed above.

Board of Directors' Opinion: The Board of Directors, having shared the same view as the Nomination and Remuneration Committee in all respects, deemed it appropriate to propose the determination of directors' remuneration for 2025 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 6 To consider and approve the appointment of auditors and the determination of audit fee

Fact and reason: 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 2025 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
Mrs. Darunee Chantra and/or	8625	2023
Mr. Kasiti Ketsuriyong and/or	8833	-
Mrs. Nisakorn Songmanee and/or	5035	-
Ms. Kornthong Luangvilai	7210	-

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 2025 with a 2 % 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 2025 in the amount of up to Baht 2,855,000 as detailed in the table below to the Board of Directors and the shareholders' meeting for consideration and approval.

Auditors' Remuneration	2023	2024	2025 (Proposed)
Audit fee	Baht 2,730,000	Baht 2,799,000	Baht 2,855,000
Non-audit fee	-None-	Baht 560,000	-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 Mrs. Darunee Chantra and/or Mr. Kasiti Ketsuriyong and/or Mrs. Nisakorn Songmanee and/or Ms. Kornthong Luangvilai from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year of 2025 and the determination of audit fee for the fiscal year of 2025 in the amount of up to s 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 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 20, 2024, to January 5, 2024; however, no shareholder proposed any business on the agenda.

All shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders to be held as an e-meeting (e-AGM) only on March 7, 2025, at 13.30 hours since 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 27 February, 2025 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 hours on March 7, 2025, until the meeting is adjourned.

<p>Shareholders or proxies can use the e-Request at: https://app.inventech.co.th/TIDLOR132756R/#/homepage</p> <p>For inquiries or technical support of the e-Meeting system, please get in touch with 02-460-9220 (available from February 26, 2025, to March 6, 2025, 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

Ngern Tid Lor Public Company Limited

Contact us: Corporate Secretariat Department

e-mail: InvestorRelations@tidlor.com

Telephone: 02-792-1916

Annual Report (One-report) for the year 2024 (QR Code)

<p>Download the Annual Report (One report) for the year 2024</p> <p>https://tidlor.listedcompany.com/misc/one-report/20250130-tidlor-one-report-2024-en.pdf</p>	<p>Scan QR Code</p> 
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Profiles of the nominated Directors retired by Rotation proposed to be re-elected

1. Mr. Chandrashekar Subramanian Krishoolndmangalam

Position Chairman, Authorized Director and Chairman of Risk Management Committee

Age 62 years

Nationality Indian



Education	Master in Commerce, Bombay University, India	
Training	<ul style="list-style-type: none"> Strategic IT Governance (for non-IT), Year 2017 Certificate from Thai Institute of Directors (IOD) Subsidiary Governance Program (SGP) Class No. In-house SGP BAY 1/2024 Director Certification Program (DCP) Class No. 112/2009 	
Other Position in Listed Company	2007 – Present	Chief Risk Officer, Senior Executive Vice President, and Executive Committee Member, Bank of Ayudhya Public Company Limited
Other Position	<ul style="list-style-type: none"> 2024 - Present 2023 - Present 2020 - Present 2016 - Present 2015 - Present 2015 - Present 	<ul style="list-style-type: none"> Chairman, Authorized Director and Chairman of Risk Management Committee, Tidlor Holdings Public Company Limited Chairman, PT Home Credit Indonesia Director and Authorized Director, SB Finance Company, Inc Director, Hattha Bank Public Company Limited (Formerly, Hattha Kaksekar Limited) Director and Authorized Director, Ayudhya Development Leasing Co., Ltd. Chairman and Authorized Director, Krungsri Ayudhya AMC Co., Ltd.
Experience (in last 5 years)	2008 - 2020	Director and Authorized Director, Ayudhya Capital Auto Lease Public Company Limited
Date of taking the position of Director	18 August 2015	
Chairman	28 January 2021	
Attendance for year 2024		
Board of Director meeting	12/12	
Risk Management Committee	4/4	
Number of shareholding (as of 6 January 2025)	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. Mr. Piyasak Ukritnukun

Position Director, Authorized Director, Member of Investment Committee, Managing Director, and Chairman of Senior Management Team

Age 43 years

Nationality Thai



Education	Bachelor of Business Administration, International program, Thammasat University	
Training	<u>Certificate from Thai Institute of Directors (IOD)</u> <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) Class No. 113/2014 • Directors Certification Program (DCP) Class No. 207/2015 • Diploma Examination Class No. 45/2015 Board Matters and Trends (BMT) Class No. 4/2017 • Board Nomination and Compensation Program (BNCP) Class No. 6/2019 	
Other Position in Listed Company	None	
Other Position	<ul style="list-style-type: none"> • 2024 - Present Director, Authorized Director, Member of Investment Committee, Managing Director, and Acting Senior Executive of Strategy and Investment Management, Tidlor Holdings Public Company Limited • 2022 - Present Independent Director, Learn Corporation Public Company Limited 	
Experience (in last 5 years)	2013 - Present	Chairman of Senior Management Team, Ngern Tid Lor Public Company Limited
Date of taking the position of Director	1 November 2013	
Attendance for year 2024		
Board of Director meeting	12/12	
Investment Committee	5/5	
Number of shareholding (as of 6 January 2025)	800,000 shares* or 0.0274%	
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 and shares received from the Employee Joint Investment Program (EJIP)

3. Mr. Sayam Prasitsirigul

Position Director, Authorized Director, and Member of Nomination and Remuneration Committee

Age 54 years

Nationality Thai



Education	<ul style="list-style-type: none"> MBA. (Finance), The Peter F. Drucker Center, The Claremont Graduate School, California, USA Bachelor of Electrical Engineering, Chulalongkorn University
Training	<ul style="list-style-type: none"> Strategic IT Governance (for non-IT), Year 2017 Thailand National Defense Course 2020 Studied Period 2020 - 2021 Bangkok FinTech Fair 2021 “Shaping Digital Finance in the New Decade, Year 2021 <p><u>Certificate from Thai Institute of Directors (IOD)</u></p> <ul style="list-style-type: none"> Director Certificate Program (DCP) Class No. 226/2016 Risk Management Program for Corporate Leaders (RCL) Class No. 3/2016 Subsidiary Governance Program (SGP) Class No. In-house SGP BAY 1/2024
Other Position in Listed Company	<ul style="list-style-type: none"> 2025 – Present Head of Retail and Consumer Banking, Bank of Ayudhya Public Company Limited 2021 – Present Executive Committee Member, Bank of Ayudhya Public Company Limited 2011 – Present First Executive Vice President, Bank of Ayudhya Public Company Limited
Other Position	<ul style="list-style-type: none"> 2021 – Present Director, National ITMX Co., Ltd. 2021 – Present Director, Krungsri Finnovate Co., Ltd. 2021 – Present Director and Authorized Director, Krungsri Nimble Co., Ltd.
Experience (in last 5 years)	<ul style="list-style-type: none"> 2021 – 2024 Chief Information and Digital Officer, Bank of Ayudhya Public Company Limited 2021 Acting Head of Information Technology Group, Bank of Ayudhya Public Company Limited 2020 Deputy Chief Information and Operations Officer, Bank of Ayudhya Public Company Limited 2020 Acting Head of Digital Banking and Innovation, Bank of Ayudhya Public Company Limited

	<ul style="list-style-type: none"> • 2017 – 2020 	Head of SME Banking Group, Bank of Ayudhya Public Company Limited
Date of taking the position of director		2 January 2025
Attendance for year 2024		
Board of Director meeting		None*
Nomination and Remuneration Committee		None*
Number of shareholdings (as of 6 January 2025)		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 no. 11/2024, effective from 2 January 2025

**The number of Shares includes shares held by spouse and minor children

4. Mr. Elcid Vergara

Position Director, Authorized Director, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Member of Investment Committee

Age 46 years

Nationality Thai



Education	<ul style="list-style-type: none"> • Master of Economics, London School of Economics and Political Science (LSE) • Bachelor of Economics, Harvard University
Training	<u>Certificate from Thai Institute of Directors (IOD)</u> <ul style="list-style-type: none"> • Director Accreditation Program Class No. 177/2020
Other Position in Listed Company	None
Other Position	<ul style="list-style-type: none"> • 2024 - Present Director, Authorized Director, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Member of Investment Committee, Tidlor Holdings Public Company Limited • 2017 - Present Managing Director, South East Asia, CVC Capital Partners
Experience (in last 5 years)	None
Date of taking the position of director	28 February 2019
Attendance for year 2024	
Board of Director meeting	11/12
Nomination and Remuneration Committee	5/5
Risk Management Committee	4/4
Investment Committee	5/5
Number of shareholding (as of 6 January 2025)	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 spouses and minor children.

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

1. Ms. Darunee Chantra

Age	45 Years
Education	<ul style="list-style-type: none"> • Bachelor Degree in Accountancy, Thammasat University • Bachelor Degree in Law, Chulalongkorn University • Bachelor Degree in Business Administration, Ramkhamhaeng University
Certified Public Accountant (Thailand) Registration Number	8625
Part of work experiences	<ul style="list-style-type: none"> • 2020 – Present <ul style="list-style-type: none"> • Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experiences	<ul style="list-style-type: none"> • 2008 – Present <ul style="list-style-type: none"> • Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King

2. Ms. Nisakorn Songmanee

Age	57 Years
Education	<ul style="list-style-type: none"> • Master Degree in Accountancy, Chulalongkorn University • Bachelor Degree in Accountancy, Rajamangala University of Technology
Certified Public Accountant (Thailand) Registration Number	5035
Part of work experiences	<ul style="list-style-type: none"> • 2008 – Present • 2021 - Present <ul style="list-style-type: none"> • Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. • Company's Director Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experiences	<ul style="list-style-type: none"> • 2005 – Present • 2017 – Present <ul style="list-style-type: none"> • Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King • Accounting System Committee Supervision of Accounting Professions, the Federation of Accounting Professions under the Royal Patronage of His Majesty the King

3. Mr. Kasiti Ketsuriyong

Age	45 Years
Education	<ul style="list-style-type: none"> • Master Degree in Accountancy, Thammasat University • Bachelor Degree in Accountancy, Thammasat University
Certified Public Accountant (Thailand) Registration Number	8833
Part of work experiences	<ul style="list-style-type: none"> • Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experiences	<ul style="list-style-type: none"> • 2017 – Present • 2005 – Present • 2014 – Present <ul style="list-style-type: none"> • Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King • Member of Accounting Technical sub-committee under Accounting Standard Board of Federation of Accounting Professions under the Royal Patronage of His Majesty the King

4. Ms. Kornthong Luangvilai

Age	50 Years
Education	<ul style="list-style-type: none"> • Master of Accountancy from Thammasat University • Bachelor of Law from Thammasat University • Bachelor of Accountancy from The University of the Thai Chamber of Commerce
Certified Public Accountant (Thailand) Registration Number	7210
Part of work experiences	<ul style="list-style-type: none"> • Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experiences	<ul style="list-style-type: none"> • 2019 – Present • 2009 – Present • 2017 – Present <ul style="list-style-type: none"> • Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King • Subsidiary committee for studying the adoption of Thai Financial Reporting Standard for Non-Publicly Accountable Entities, TFAC

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Information on Independent Directors for Shareholders Who Wish to Appoint
an Independent Director as Their Proxy

The Company offers shareholders the option to appoint an independent director of the Company, who has no relationship and/or conflict of interest in the proposed agenda items of the 2025 Annual General Meeting except *Agenda 5 To consider and approve the determination of directors' remuneration*, as their proxy to attend the meeting and vote on their behalf.

Mrs. Kesara Manchusree

Position	Independent Director, Chairman of Audit Committee, and Member of Nomination and Remuneration Committee
Age	64 years
Nationality	Thai
Education	<ul style="list-style-type: none"> • Master of Science in Finance, Golden Gate University, San Francisco, USA • Bachelor of Art in Economics, Thammasat University
Training	<ul style="list-style-type: none"> • ASEP “Advanced Senior Executive Program” Evanston, Illinois, USA • Sasin and Kellogg School of Management, Senior Executive Program, Chulalongkorn University • Certificate, Capital Market Academy Leadership Program, The Stock Exchange of Thailand, Class No. 4 • <u>Certificate from Thai Institute of Directors (IOD)</u> <ul style="list-style-type: none"> ○ Advanced Audit Committee Program (AACP) Class No. 45/2022 ○ The Role of Chairman Program (RCP) Class No. 46/2020 ○ Director Certification Program (DCP) Class No. 82/2006
Other Position in Listed Company	<ul style="list-style-type: none"> • 2018 - Present Independent Director and Chairman of Audit Committee, Interlink Telecom PLC. • 2018 - Present Chairman/ Independent Director/Chairman of the Corporate Governance and Sustainability Committee, N R Instant Produce PLC.
Other Position	<ul style="list-style-type: none"> • 2024 - Present Independent Director, Chairman of Audit Committee, and Member of Nomination and Remuneration Committee, Tidlor Holdings PLC.

	<ul style="list-style-type: none"> • 2024 - Present Independent Director, Chairman of Audit Committee, and Member of Nomination Committee, Nice Group Holding Corp Co., Ltd. • Present Director, Nutra Regenerative Protein Co., Ltd. • 2021-Present Director, Private Sector Collective Action Against Corruption (CAC), Thai Institute of Directors (IOD) • 2021-Present Member of the Faculty of Economics, Thammasat University • 2021-Present President of Thammasat Economics Association • 2021 – Present Honorary Member, Khon Kaen University Council Committee. • 2021 - Present Independent Director and Chairman of Audit Committee, aCommerce Group PLC. • 2019 - Present Director and Chairman of the Audit Subcommittee, DAOL (Thailand) PLC. • 2019 - Present Director and Chairman of the Audit Subcommittee, DAOL Securities (Thailand) PLC. • 2018 - Present Chairman and Chairman of the Good Corporate Governance Committee, TSFC Securities PLC. • 2018 - Present Director, Social Enterprise Thailand Association • 2018 - Present Chairman and Member of Audit Committee, DAOL Asset Management Co., Ltd. • 2016 - present Qualified Director, Thammasat University student Council
Experience (in last 5 years)	None
Date of taking the position of director	6 March 2020
Attendance for year 2024	
Board of Director meeting	12/12
Audit Committee	7/7
Nomination and Remuneration Committee	5/5
Number of shareholding (as of 6 January 2025)	1,256,409 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: *The number of Shares includes shares held by spouse and minor children

Mr. Supawat Likittanawong

Position	Independent Director, Member of Audit Committee, and Member of Investment Committee	
Age	51 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> • Ph.D. B of Business Administration, Thammasat University • Master of Business Administration, Darden Graduate School of Business Administration, University of Virginia • Bachelor of Science in Accounting with Honors, Thammasat University 	
Training	Certificate from Thai Institute of Directors (IOD) <ul style="list-style-type: none"> • Directors Certification Program (DCP) Class No. 302/2021 • Directors Accreditation Program (DAP) Class No. 173/2020 	
Other Position in Listed Company	None	
Other Position	<ul style="list-style-type: none"> • 2024 - Present Independent Director, Member of Audit Committee, and Member of Investment Committee, Tidlor Holdings PLC. • Present Director and Authorized Director, The Refractive Surgery Center Co., Ltd. • 2022 - Present Director, DVK Healthcare Co., Ltd. • 2020 - Present Director, Devakam Apothecary Hall Co., Ltd. • 2020 - Present Director, BCL Property Co., Ltd. • 2008 - Present Director and Authorized Director, Lakeshore Capital Thailand Co., Ltd. 	
Experience (in last 5 years)	None	
Date of taking the position of director	6 March 2020	
Attendance for year 2024		
Board of Director Meeting	12/12	
Audit Committee Meeting	7/7	
Investment Committee Meeting	5/5	
Number of shareholding (as of 6 January 2025)	1,256,409 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: *The number of shares includes shares held by spouses and minor children.

Mr. Patara Yongvanich

Position	Independent Director, Member of Audit Committee, and Chairman of Investment Committee	
Age	50 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> • Master of Business Administration, Cornell University • Master of Science (Industrial Engineering), Stanford University • Business of Science (Mechanical Engineering), Cornell University 	
Training	Certificate from Thai Institute of Directors (IOD) <ul style="list-style-type: none"> • Directors Certification Program (DCP) Class No. 313/2021 • Directors Accreditation Program (DAP) Class No. 134/2017 	
Other Position in Listed Company	2017 – Present	Independent Director, Chairman of Audit Committee and Investment Committee, Humanica PLC.
Other Position	<ul style="list-style-type: none"> • 2024 - Present Independent Director, Member of Audit Committee, and Chairman of Investment Committee, Tidlor Holdings PLC. • 2022 - Present Director, PAX8 International (Thailand) Co., Ltd. • 2019 - Present Director, Relationship Republic Co., Ltd. • 2013 - Present Managing Director, Asia, Rhipe Technology (Thailand) Co., Ltd. 	
Experience (in last 5 years)	None	
Date of taking the position of director	6 March 2020	
Attendance for year 2024		
Board of Director Meeting	11/12	
Audit Committee Meeting	7/7	
Investment Committee Meeting	4/5	
Number of shareholding (as of 6 January 2025)	1,005,127 shares* or 0.0344%	
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.

-Translation-

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

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)**

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. 7.

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

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.

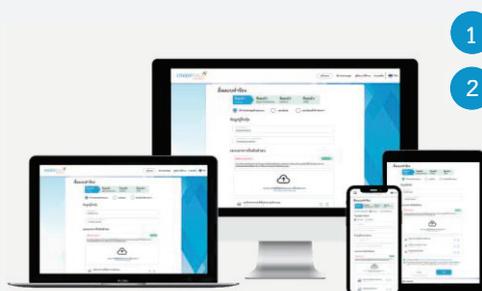
2. Appoint a person or an independent director of the Company as a proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as a proxy to attend the meeting.
3. Allocation 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 March 6, 2025, 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/TIDLOR132756R/#/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 26 February 2025 at 8:30 a.m. and shall be closed on 7 March 2025 Until the end of the meeting.

3. The electronic conference system will be available on 7 March 2025 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 March 6 , 2025 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

 02-460-9220

 @inventechconnect

 The system available during 26 February – 7 March 2025 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

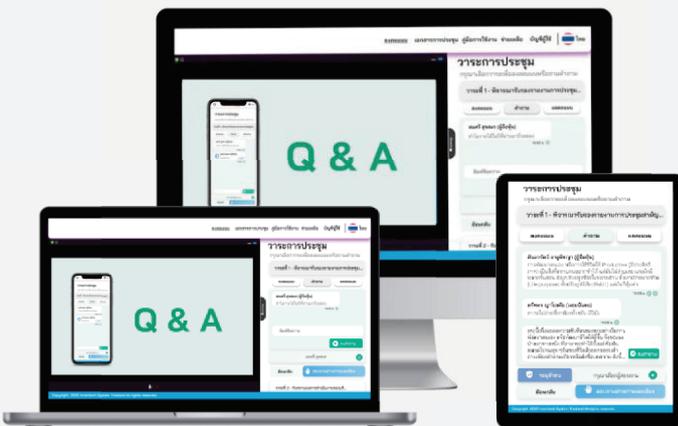
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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 your can open the microphone and camera

How to use Inventech Connect

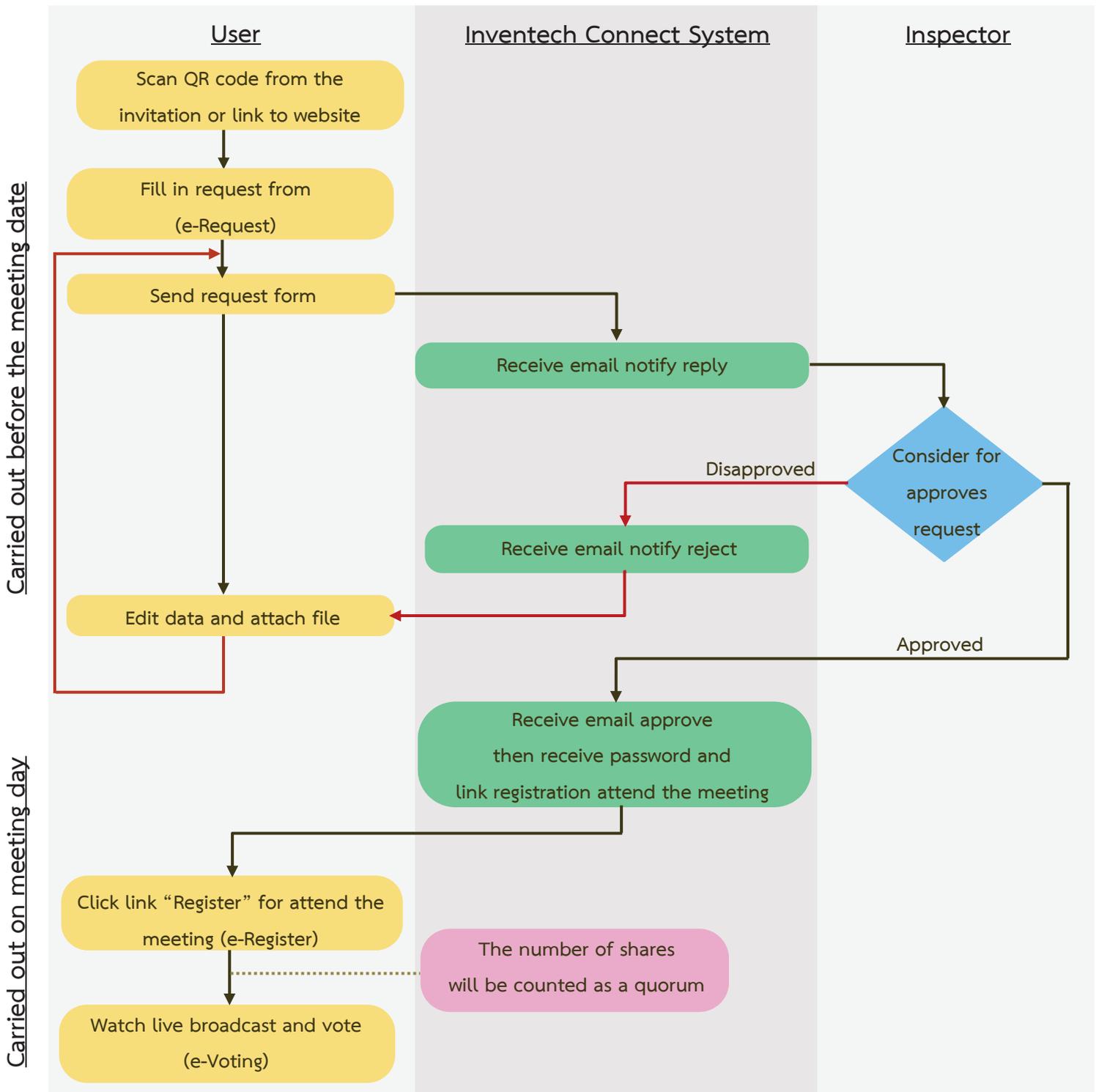


User Manual and Video of using Inventech Connect

* 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 to leave the quorum", the systems will be number of your shares out from the meeting base.

Requisition Form for supporting documents and Question Form for 2025 e-AGM

Ngern Tid Lor Public Company Limited

March 7, 2025, 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 2025 e-AGM by Email to InvestorRelations@tidlor.com or fill out the following details and return this form to TIDLOR via mail attention to *Company Secretary, 15th Floor, Ari Hill Building, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400.*

(.....) 2025 Notice of the Annual General Meeting of Shareholders

(.....) Annual Report for the year 2024 (56-1 One Report)

Place of receiving of the printed documents:

Name- Surname.....

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

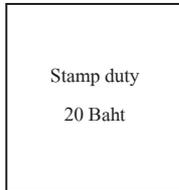
Road Sub-District District

Province Postal Code Tel.

Remark : *For question (s) relating to the agenda item(s) for the 2025 e-AGM please submit the question to the company by March 6, 2025, 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. Ms. Kesara Manchusree, age 63 years Position Independent Director/ Chairperson of Audit Committee

Residing at no. 622/159, Rama 2 Road, Samae Dam Subdistrict, Bang Khun Thian District Bangkok 10150

3. Mr. Supawat Likittanawong, age 51 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

4. Mr. Patara Yongvanich age 50 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 2025 to be held on March 7, 2025 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 Ngerm 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 To consider and acknowledge the Board of Directors' report on 2024 operations

Agenda no. 2 To consider and approve the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income for the year ended December 31, 2024

(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 To consider and approve the allocation of profit from the operating results of the Company for the year ended December 31, 2024, and approve the omission of dividend payment for the operating results for the three-month period from October 1 to December 31, 2024.

(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 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:

4.1 Mr. Chandrashekar Subramanian Krishoolndmangalam Chairman/Non-Executive Director

Approve Disapprove Abstain

4.2 Mr. Piyasak Ukritnukun Managing Director

Approve Disapprove Abstain

4.3 Mr. Sayam Prasitsirigul Non-Executive Director

Approve Disapprove Abstain

4.4 Mr. Elcid Vergara Non-Executive Director

Approve Disapprove Abstain

Agenda no. 5 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. 6 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. 7 To consider other business (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 2025 to be held on March 7, 2025 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: