

**MINUTES OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
NGERN TID LOR PUBLIC COMPANY LIMITED**

Date time and place

The 2025 Annual General Meeting of Shareholders of Ngerntid Lor Public Company Limited (the “**Company**”) was held on Friday, March 7, 2025, at 13.30 hours, as an e-meeting (e-AGM) in accordance with the laws and regulations relating to electronic meetings, where the Meeting is broadcasted from 12A Floor, Ari Hills, Phahonyothin Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok. In this regard, Inventech Systems (Thailand) Company Limited was responsible for controlling the conference system.

Directors (Present)

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| 1. | Mr. Chandrashekar Subramanian
Krishoolndmangalam | Chairman of the Board of Directors |
| 2. | Mr. Supawat Likittanawong | Independent Director and member of
the Audit Committee |
| 3. | Mr. Piyasak Ukritnukun | Managing Director |
| 4. | Mr. Rithisak Patanakul | Director |
| 5. | Mrs. Kesara Manchusree | Independent Director and Chairman of
the Audit Committee (attended the
meeting electronically) |
| 6. | Mr. Minki Brian Hong | Director (attended the meeting
electronically) |
| 7. | Mr. Sayam Prasitsirigul | Director (attended the meeting
electronically) |
| 8. | Mr. Vasin Udomratchatavanich | Director (attended the meeting
electronically) |
| 9. | Mr. Elcid Vergara | Director (attended the meeting
electronically) |

10. Mr. Patara Yongvanich

Independent director and member of the Audit Committee (attended the meeting electronically)

Absent Directors (Regrets)

1. Ms. Manida Zimmerman

Independent director

Executives in attendance

1. Mr. Veerapat Viriyakovitya

Head of Finance and Accounting (CFO)

2. Mr. Waroot Namsiripongpun

Vice President of Finance (Investor Relations)

3. Ms. Waratnavee Wongakanith

Senior Vice President of Accounting

4. Ms. Vantanee Teerakul

Company Secretary

Advisors

1. Mrs. Darunee Chantra

External Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

2. Mr. Mongkol Sucharitchon

External Audit Assistance from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

3. Mr. Arthit Hemara

Legal advisors from Allen Overy Shearman Sterling (Thailand) Company Limited

4. Ms. Vitita Subhawatt

Legal advisors from Allen Overy Shearman Sterling (Thailand) Company Limited

5. Mr. Chakrit Chomketkaew

Legal advisors from Allen Overy Shearman Sterling (Thailand) Company Limited

Mr.Chandrashekar Subramanian Krishoolndmangalam, Chairman of the Board, welcomed all shareholders to the meeting and assigned Mr. Arthit Hemara to act as the master of ceremonies (the “MC”).

The MC informed the meeting that the Company had organized the meeting as an electronic meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (as amended), including any other applicable laws and regulations. In this regard, the Company had already informed the shareholders in advance regarding the said matter as detailed in the Notice of the 2025 Annual General Meeting of Shareholders (e-AGM).

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, 2025, however, no shareholder proposed any business on the agenda.

Before the meeting was called to order, the MC advised that the Company would collect, compile, use, and disclose personal data of the attendees, such as still images, audio recordings, and moving images, for the purposes of recording and preparation of the minutes of the meeting, or the conducting of the meeting. In addition, the procedures and rules for the meeting were as follows:

1. The meeting will consider the matters in accordance with the Articles of Association of the Company and in the order of the agenda set out in the notice of the meeting. The shareholders have an opportunity to ask questions before voting. The voting results will be announced to the meeting after the votes have been counted on that agenda item.
2. The shareholders and/or proxies would have votes equal to the number of shares held and/or granted under proxy, whereby one share would equal one vote.
3. Each shareholder may either vote to approve, disapprove, or abstain only, except for custodians who can split their votes.
4. For Agenda item 4 on the consideration and approval of the election of directors to replace those retiring by rotation, the election of each director would be considered and approved individually to be in line with good corporate governance principles.

5. In casting votes, shareholders or proxies may vote by selecting the agenda item they would like to vote, then press the “vote” button within one minute, where the system would display all three options for casting votes, i.e., approve, disapprove, and abstain, along with a countdown timer.
6. The Company would count the votes of shareholders at the meeting for only those voting to disapprove and/or abstain and would deduct them from the total number of votes of shareholders attending the meeting where the rest of the votes would be deemed votes of approval. The Company had counted the votes of the grantors as specified in the proxy forms and recorded such votes in advance upon registration to attend the meeting.
7. Prior to the resolution of each agenda item, the Company shall give the meeting an opportunity to ask question or express opinions relevant to that agenda item for one minute via two channels, i.e., via text message or video conference. In case of the latter, the meeting participant must select the relevant agenda item and join the queue in the system. Once approved, the meeting participant must keep the camera and microphone on. When prompted with a signal from the Company, the meeting participant must provide the first and last name and status as a shareholder or proxy before asking the questions or expressing an opinion every time in order for the Company to record the minutes of the meeting correctly and completely.

The MC informed the meeting that the Company had determined the date for determining the names of shareholders entitled to attend the meeting (Record Date) on February 21, 2025. At this meeting, there were 17 shareholders attending the meeting in person, and 1,178 shareholders attending the meeting by proxy, totaling 1,195 shareholders attending the meeting in person and by proxy, representing 2,913,502,290 shares and equivalent to 72.2394 percent of the total number of issued shares of the Company, constituting a quorum according to Section 103 of the Public Limited Companies Act B.E. 2535 (as amended) (the “PLCA”) and Article 34 of the Articles of Association of the Company, which state that there must be at least 25 shareholders and proxies attending the meeting or not less than half of the total number of shareholders holding not less than one-third of the total number of issued shares of the Company in the aggregate, to constitute a quorum.

Then Mr. Chandrashekar Subramanian Krishoolndmangalam, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the “**Chairman**”), called the meeting to order, and assigned the MC to conduct the meeting in accordance with the business on the agenda as specified in the notice of the meeting and the Articles of Association of the Company as follows:

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

The MC invited Mr. Piyasak Ukritnukun, Managing Director, to present the details on this agenda item to the meeting.

Mr. Piyasak Ukritnukul, Managing Director, presents the company's performance report for 2024. The company achieved a record-high net profit of THB 4.23 billion, representing an increase of nearly 12% compared to the previous year, despite challenging economic conditions. This marks the fifteenth consecutive year of net profit growth since the company became profitable in 2010.

Over the past year, we expanded our branch network by opening 100 new locations and increasing our business partners by over 4,700 through our lending network and Aregator platform. Additionally, our per-branch productivity significantly improved, with the average loan outstanding per branch reaching THB 59 million and the average non-life insurance premium per branch standing at THB 6 million, both of which are industry-leading benchmarks. The company continues to enhance and upgrade its digital service channels, leading to over 1.7 Million users on the ‘Ngerntid Lor’ mobile application.

Our core lending business demonstrated solid growth, with outstanding loans expanding by 7% to THB 100 billion, while the customer base grew at a faster rate of 11%. Despite record-high household debt levels, the company effectively managed risks, maintaining the Non-Performing Loan (NPL) ratio at a healthy level of 1.81% and keeping the NPL coverage ratio between 2-2.5 times. Additionally, we enhanced our digital lending and payment channels, with 91% of loan disbursements and 77% of repayments processed via digital platforms. These efforts have positively contributed to financial inclusion, enabling over 360,000 customers to build and strengthen their credit histories.

The company's insurance brokerage business also continued its strong expansion, achieving total non-life insurance premiums of THB 10 billion, reflecting a year-on-year growth of approximately 16%. Our three major brands - Shield Insurance Broker, Areegator, and heygoody—offer a diverse range of protection solutions, including compulsory motor insurance, accident insurance, and health insurance. While they appear to operate independently, they share a unified backend system, allowing the company to benefit from economies of scale and optimize cost efficiency. Beyond business performance, the company remains committed to investing in technology and human capital to reinforce its position as an innovative leader in the Thai non-bank financial institution (NBFI) sector.

Last year, the company developed over 300 AI applications across multiple functions, including finance, accounting, debt collection, data analytics, customer service, and sales. Additionally, we initiated a company-wide Data Governance project, which, despite being in its early stages, represents our long-term commitment to technological advancements and operational efficiency.

Fundamental to the company's sustainable growth is integrity, which encompasses financial strength and transparency. We continue to uphold the highest TRIS rating in the industry, with over THB 26 billion in unused credit facilities, low debt levels, and robust loan loss reserves. Moreover, we are dedicated to fairness and transparency in the title loan industry and maintain participation in certifications such as the Collective Action Coalition Against Corruption (CAC).

These factors, combined with an experienced management team and a dedicated board of directors, ensure that our company remains well-positioned for sustained growth and long-term value creation for our shareholders. This concludes our business performance overview for 2024. Thank you.

The Managing Director summarized the company's operating performance for the year 2024, expressed appreciation to the shareholders, and informed the shareholders' meeting that on March 6, 2025, the Company had disclosed to the Stock Exchange of Thailand on the effectiveness of the Securities Offering Registration Statement and Tender Offer (Form 69/247-1) of TIDLOR Holdings Public Company Limited, which officially took effect on March 6, 2025.

Accordingly, Tidlor Holdings Public Company Limited will conduct a tender offer for the existing securities of the Company from March 10, 2025, to April 16, 2025, between 9:00 AM and 4:00 PM (business days only), totaling 25 business days. Tidlor Holdings Public Company Limited may consider extending this period if necessary. The payment for the securities will be made through an exchange of ordinary shares of the Company with the newly issued ordinary shares of Tidlor Holdings Public Company Limited, with an exchange ratio of 1 ordinary share of the Company for 1 ordinary share of Tidlor Holdings Public Company Limited.

The shareholders were invited to watch a video explaining the stock exchange process, with the following key details Summary of the Tender Offer Acceptance Process:

- The process for accepting the tender offer or exchanging shares from Ngerntid Lor Public Company Limited to Tidlor Holdings Public Company Limited will be conducted through the Tender Agents, which include Kiatnakin Phatra Securities Public Company Limited and InnovestX Securities Company Limited. These entities are responsible for accepting securities from shareholders and transferring them to Tidlor Holdings Public Company Limited under the specified conditions.
- Steps for Accepting the Share Exchange: The procedures for shareholders to accept the share exchange differ depending on their method of holding shares. For shareholders with a trading account, there are two ways to accept the exchange: (i) contacting the securities company where the trading account is held or the Tender Agent to express intention to exchange shares and (ii) accepting the share exchange online (E-Tender) via Kiatnakin Phatra Securities PCL.'s website at wealthmanagement.kkpfg.com. For shareholders holding share certificates, shareholders who have deposited shares with Thailand Securities Depository (TSD) Account 600, and shareholders holding NVDRs, please contact the Tender Agent to express intention to exchange shares and follow the specified procedures. Shareholders are encouraged to submit the acceptance form by April 4, 2025.
- Important Note on the Share Exchange Process: The share exchange is not an automatic process. Shareholders must take action to accept the share exchange

themselves. They can download the tender offer acceptance form and find more details at: www.tidlorinvestor.com/tidlorholdings.

In this regard, other details on the Company's on 2024 operations and operating results were as detailed in the One 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.

The MC provided an opportunity to the shareholders to ask questions or express opinions, which can be summarized as follows:

Question *Mr. Chusak Huadsunthorn, a shareholder attending the meeting in person, raised the following inquiries:*

- What is the gross profit margin and EBIT (Earnings Before Interest and Tax) margin of the company's non-life insurance brokerage business? How does it compare to key competitors in the market—higher or lower?
- What are the management's long-term strategies for generating returns from investments in the non-life insurance brokerage business, and how does the company plan to grow insurance premiums over time?

Answer *Mr. Piyasak Ukritnukun, Managing Director, explained.*

- Regarding the gross profit margin and EBIT margin of the non-life insurance brokerage business, the company has not yet publicly disclosed these figures. However, once the separation of the insurance brokerage business into a standalone entity is complete, shareholders will have clearer visibility into these financial metrics.
In terms of cost structure, given that the company utilizes shared services (such as branch networks and IT infrastructure), it is expected that its operating costs will be lower than competitors in the insurance brokerage industry, which operate under similar distribution models.
- The clear benefits of the company's insurance brokerage business include:

- The company's lending business grew by 7%, whereas the insurance brokerage business grew by 16% in the past year. This indicates that insurance premiums are not directly dependent on the performance of the lending business.
- Customers who purchase insurance through the Prakan Tid Lor, Areegator, and heygoody channels differ from those in the lending business. This broadens and diversifies the company's customer base.
- There are growth opportunities in health insurance and life insurance markets.
- The company leverages technology as the foundation for expanding its insurance brokerage business, enabling it to efficiently handle large transaction volumes in the industry.

The MC explained to the meeting that this agenda item was 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.

The MC invited Mr. Veerapat Viriyakovitya, Head of Finance and Accounting (CFO), to present the details on this agenda item to the meeting and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

According to 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: Baht 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 (Baht)	1.40	1.47

In this regard, 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.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of the shareholders attending the meeting and casting their votes.

Resolution The meeting resolved to approve 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 proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

Approvals	2,103,852,251 votes,	equivalent to	100.0000	percent
Disapprovals	0 votes,	equivalent to	0.0000	percent
Abstentions	195,481 votes,	equivalent to	-	percent

Total (1,194 shareholders) 2,104,047,732 votes, equivalent to 100.0000 percent

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.

The MC invited Mr. Veerapat Viriyakovitya, Head of Finance and Accounting (CFO), to present the details on this agenda item to the meeting and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

According to 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 Public Company Limited 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 Public Company Limited.

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

In this regard, 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, 2024, in the amount of Baht 89,280,963 to the legal reserve and the omission of dividend payment for the operating results for the three-month period from October 1 to December 31, 2024, as the Company 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, to the shareholders' meeting for consideration and approval.

Moreover, the mentioned 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 fiscal year 2024.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one asked any question or expressed any opinion.

Therefore, the MC requested that the attendees vote on this agenda item, which required a majority vote of the shareholders attending the meeting and casting their votes.

Resolution The meeting resolved to approve 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 and the omission of dividend payment for the operating results for the three-month period from October 1 to December 31, 2024, as the Company 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 proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

Approvals	2,103,848,232 votes,	equivalent to	100.0000	percent
Disapprovals	0 votes,	equivalent to	0.0000	percent
Abstentions	199,500 votes,	equivalent to	-	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

Agenda item 4 To consider and approve the election of directors to replace those retiring by rotation.

The MC invited Mr. Vasin Udomratchatavanich, Director and Member of the Remuneration and Compensation Committee, to present the details on this agenda item and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

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 were 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 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 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.

In this regard, 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.

The MC provided an opportunity to the meeting to ask questions or express opinions; however, no one asked any question or expressed any opinion.

Therefore, the MC proposed 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, as detailed above to the shareholders' meeting for consideration and approval. In considering the appointment of directors on this agenda item, the Company would propose the election of each director for consideration and approval individually, and each director must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution The meeting resolved to approve the re-election of the four directors, i.e., Mr. Chandrashekar Subramanian Krishoolndmangalam, Mr. Piyasak Ukritnukun, Mr. Sayam Prasitsirigul and Mr. Elcid Vergara, for another term, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

**1. Mr. Chandrashekar Subramanian Krishoolndmangalam,
Chairman/Non-Executive Director**

Approvals	2,096,953,717 votes,	equivalent to	99.6720	percent
Disapprovals	6,898,534 votes,	equivalent to	0.3279	percent
Abstentions	195,481 votes,	equivalent to	-	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

2. Mr. Piyasak Ukritnukun, Managing Director

Approvals	2,101,955,784 votes,	equivalent to	99.9098	percent
Disapprovals	1,896,467 votes,	equivalent to	0.0901	percent
Abstentions	195,481 votes,	equivalent to	-	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

3. Mr. Sayam Prasitsirigul, Non-Executive Director

Approvals	2,091,005,891 votes,	equivalent to	99.3893	percent
Disapprovals	12,846,360 votes,	equivalent to	0.6106	percent

Abstentions	195,481 votes,	equivalent to	-	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

4. Mr. Elcid Vergara, Non-Executive Director

Approvals	2,090,647,390 votes,	equivalent to	99.3723	percent
Disapprovals	13,204,861 votes,	equivalent to	0.6276	percent
Abstentions	195,481 votes,	equivalent to	-	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

Agenda item 5 To consider and approve the determination of directors' remuneration.

The MC invited Mr. Vasin Udomratchatavanich, Director and Member of the Remuneration and Compensation Committee, to present the details on this agenda item and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

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, where 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.

In this regard, 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 as detailed above to the shareholders' meeting for consideration and approval.

The MC provided an opportunity to the meeting to ask questions or express opinions, however, no one has expressed any opinions or asked any questions.

Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

Resolution The meeting resolved to approve the determination of directors' remuneration for 2025 as proposed above in all respects, with the majority vote of not less than two-thirds of the total votes of the shareholders attending the meeting, as detailed below:

Approvals	2,103,842,389 votes,	equivalent to	99.9902	percent
Disapprovals	0 votes,	equivalent to	0.0000	percent
Abstentions	205,343 votes,	equivalent to	0.0097	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

Agenda item 6 To consider and approve the appointment of auditors and the determination of audit fee.

The MC invited Mr. Supawat Likittanawong, Member of the Audit Committee, to present the details on this agenda item and inform that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

Referring to the 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 shareholders' meeting for consideration and approval 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 per the table below:

Name of Nominated Auditors	CPA License Number	Years Audited
Mrs. Darunee Chantra and/or	8625	2023
Mr. Kasiti Ketsuriyonk 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.

The MC provided an opportunity to the meeting to ask questions or express opinions; however, no one asked any question or expressed any opinion.

Question No. 1 *Mr. Anupot Panapornsirikul (Shareholder Attending in Person)* inquired about the company's audit fees. After the company completes its restructuring, will the audit fees remain at the same rate?

Answer *Mr. Veerapat Viriyakovitya, Head of Finance and Accounting (CFO)* response: Expressed gratitude to the shareholder for the question regarding audit fees. He explained that, generally, audit fees are adjusted based on inflation and the number of hours required by auditors. However, the company negotiates with auditors annually to manage expenses appropriately. In the past year, the company's audit fees increased by only 2%, and for the coming year, the company will continue its efforts to maintain audit fees at a reasonable level.

Therefore, the MC requested that the meeting vote on this agenda item, which requires the majority vote of the shareholders attending the meeting and casting their votes.

Resolution The meeting resolve to approve the appointment of Mrs. Daranee Chantra and/or Mr. Kasiti Ketsuriyonk 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 Baht 2,855,000 as proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

Approvals	2,101,170,665 votes,	equivalent to	99.8746	percent
Disapprovals	2,637,770 votes,	equivalent to	0.1253	percent
Abstentions	239,297 votes,	equivalent to	-	percent
Total (1,194 shareholders)	2,104,047,732 votes,	equivalent to	100.0000	percent

Agenda item 7 To consider other businesses (if any).

The MC informed the meeting that the Company had provided an opportunity for shareholders to propose the business on the agenda in accordance with 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.

The MC provided an opportunity to the shareholders to ask questions or express opinions, which can be summarized as follows:

Question No. 1 *Mr. Piyapong Prasatthong (Shareholder Attending in Person)*

1. What is the process for share swap shares from Ngern Tid Lor PCL. to Tidlor Holdings PCL.?
2. Why was the name "Tidlor Holdings PCL." chosen instead of "Ngern Tid Lor Holdings PCL."?
3. Will Tidlor Holdings' shares be tradable after Songkran 2025? Will shareholders receive dividends from Tidlor Holdings?
4. Will Tidlor Holdings PCL. hold an Annual General Meeting (AGM) for 2025

Answer

1.1 Mr. Jiraphon Chitrojcharak, Deputy Director of Investment Banking at Kiatnakin Phatra Securities Public Company Limited and Financial Advisor, responded:

Tidlor Holdings Public Company Limited will conduct a tender offer for the securities of Ngern Tid Lor Public Company Limited from March 10, 2025, to April 16, 2025 (between 9:00 AM and 4:00 PM on business days only, totaling 25 business days).

Tidlor Holdings Public Company Limited may consider extending this period as appropriate. Once the tender offer process is complete, Tidlor Holdings Public Company Limited will proceed to register its ordinary shares as listed securities on the Stock Exchange of Thailand (SET). This will enable Tidlor Holdings Public Company Limited's shares to be traded in place of Ngern Tid Lor Public Company Limited's shares as part of the Shareholding and Management Restructuring Plan. The shares of

Tidlор Holdings Public Company Limited are expected to begin trading on the Stock Exchange of Thailand within April 2025.

1.2 Mr. Piyasak Ukritnukul, Managing Director, explained:

The name “Tidlор Holdings” was chosen because “TIDLOR” matches the existing stock ticker already listed on the Stock Exchange of Thailand (SET). This decision ensures better recognition among international investors and reflects the company’s potential to expand into a more diversified business portfolio in the future.

1.3 Mr. Veerapat Viriyakovitya, Head of Finance and Accounting (CFO), addressed the question of dividends:

Tidlор Holdings PCL. will follow the same dividend policy as Ngern Tid Lor PCL. Therefore, dividend payments will continue to be considered as usual under the new structure.

1.4 Ms. Vantanee Teerakul, Company Secretary, confirmed:

The Board of Directors of Tidlор Holdings Public Company Limited has approved the Annual General Meeting (AGM) for 2025, which is scheduled to be held on March 17, 2025.

Question No. 2 *Mr. Anupot Panapornsirikul (Shareholder Attending in Person)*

- 1 Requested the company to consider holding the shareholder meeting in-physical in addition to virtual ones.
- 2 Asked about the company's growth forecast and potential business risks in 2025.

Answer *Mr. Piyasak Ukritnukul, Managing Director, explained:*

- 2.1 Expressed gratitude to the shareholder for the suggestion and will take it into consideration for future shareholder meetings.
- 2.2 The company expects its lending and insurance brokerage businesses to continue growing despite potential risks, such as fluctuating interest rates, which may prompt financial institutions to tighten lending criteria. However, the company possesses key strengths, including a top-tier credit rating from TRIS Rating, reflecting strong financial stability, and sufficient reserve credit lines to support future growth. Additionally, growth opportunities arise from the expansion of the SME sector,

particularly in truck financing, which is expected to benefit from government spending, driving increased demand for business loans.

Question No. 3 *Mr. Suphot Bawornraporn (Shareholder Attending in Person)*

3.1 Why is the share swap process not automatic? Why must shareholders manually complete the swap process?

Answer *Mr. Jiraphon Chitrojcharak, Deputy Director of Investment Banking at Kiatnakin Phatra Securities Public Company Limited, responded:*

- The tender offer or share swap process is a shareholder's individual right, as stipulated by law. Therefore, the company cannot conduct an automatic share exchange on behalf of shareholders.

Since there was no other matter for the meeting's consideration and there were no additional questions or comments, the MC invited the Chairman to declare the meeting adjourned.

Chairman thanked all shareholders for attending the meeting and declared the meeting adjourned at 15.17 hrs.

Sign  Chairman of the Meeting

(Mr. Chandrashekar Subramanian Krishoolndmangalam)

Chairman of the Board of Directors