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No. TLH\_002/2026

March 20, 2026

Subject: Notice of 2026 Annual General Meeting of Shareholders to be held as an e-meeting (e-AGM)

To: Shareholders

Tidlor Holdings Public Company Limited

The Extra Board of Directors' Meeting No. 1/2026 of Tidlor Holdings Public Company Limited (the "Company") held on February 27, 2026, has resolved to call the **2026 Annual General Meeting of Shareholders as an e-meeting (e-AGM) on April 17, 2026, at 14.30 hours** in accordance with the laws and regulations relating to electronic meetings where the meeting shall be broadcast from 12A Floor, Ari Hills, and to determine the names of shareholders entitled to attend the meeting (Record Date) on March 13, 2026, with the business on the agenda as follows:

**Agenda item 1 To consider and acknowledge the Board of Directors' Report on the Company's operations for the year 2025**

**Fact and reason:** The Board of Directors has prepared a report on 2025 operations and operating results as detailed in the Annual Report 2025 under the section "Management Discussion and Analysis (MD&A)" sent to the shareholders in the form of a QR Code on the meeting materials attached to the Notice of 2026 Annual General Meeting of Shareholders.

**Board of Directors' Opinion:** The Board of Directors deemed to appropriate to propose the Board of Directors' report on 2025 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, 2025**

**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, 2025, which have been audited by the Company's auditor and endorsed by the Audit Committee, are as detailed in the Annual Report 2025 under the section "Financial Statements and Notes to the Financial Statements" sent to the shareholders in the form of a QR Code on the meeting materials attached to the Notice of 2026 Annual General Meeting of Shareholders, which can be summarized below:

Unit: THB Million

Description	Consolidated Financial Statements		Separate Financial Statements	
	2024	2025	2024*	2025
Total assets	106,531	112,797	3	40,015
Total liabilities	76,008	78,334	7	8,068
Total shareholders' equity (Owners of the Company)	30,339	34,255	(4)	31,947
Net profit (Owners of the Company)	4,201	4,933	(4)	1,040
Total comprehensive income (Owners of the Company)	4,127	4,889	(4)	1,040
Earnings per share (THB)	1.50	1.70	(455.13)	0.55

Remark: \* As the Company was newly established and is under the Group restructuring process.

**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, 2025, 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 operating results for the year ended 31 December 2025, and to approve the omission of dividend payment for the three-month period from October 1 to December 31, 2025

**Fact and reason:**

1. 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.
2. With reference to the Board of Directors' Meeting No. 9/2025 approved the payment of interim dividend from the operating result during January 1, 2025 to September 30, 2025 in cash at Baht 0.34 per share totaling approximately Baht 985 million. This dividend payment represents 20.30% of the net profit according to the Company's consolidated financial statements for the fiscal year ended December 31, 2025 after tax and reserve allocation. The mentioned 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 consolidated financial statement, after-tax and reserve allocation.

A summary and comparison of the Company's dividend payments for the most recent fiscal years are as follows:

Annual performance/results	Cash Dividends (Baht/Share)
Interim dividend (January 1 – September 30, 2025)	0.34
2024*	N/A

Remark: \* As the Company is in the process of restructuring its shareholding and management structure from Ngern Tid Lor Public Company Limited to Tidlor Holdings Public Company Limited.

**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, 2025, according to the Consolidated financial statements in the amounts of Baht 82,911,326, and the Separate financial statement in the amounts of Baht 52,309,292, to the legal reserve.
2. The omission of dividend payment for the operating results of the three-month period from October 1 to December 31, 2025, as it has already paid interim dividends for the operating results from January 1, 2025, to September 30, 2025, at a rate not less than that stipulated in the Company's dividend payment policy, which is disclosed on the Company's website ([www.tidlorinvestor.com](http://www.tidlorinvestor.com)).

**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. In 2025, the following 3 directors are due to retire by rotation:

- |                                 |                      |
|---------------------------------|----------------------|
| 1. Mr. Vasin Udomratchatavanich | Director             |
| 2. Mr. Patra Yongvanich         | Independent Director |
| 3. Mr. Supawat Likitthanawong   | Independent 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 14, 2025 to December 30, 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 meeting materials attached to the Notice of 2026 Annual General Meeting of Shareholders), viewed that the 3 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 3 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 3 retiring directors, i. e. , Mr. Vasin Udomratchatavanich, Mr. Patra Yongvanich, and Mr. Supawat Likithanawong 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 established a policy and criteria for determining the remuneration of the Company’s directors and the board sub-committees reporting to the Board of Directors of the Company and its subsidiaries, ensuring that such remuneration is appropriate and commensurate with the duties, responsibilities, and scope of work of the directors, in compliance with applicable laws and regulations, and in line with good corporate governance principles, as well as being comparable with industry practices. Under this policy, directors’ remuneration is subject to periodic review every three (3) years, and submitted to the Board of Directors for endorsement and inclusion as an agenda item of the Annual General Meeting of Shareholders.

For the determination of directors’ remuneration for the year 2026, this year falls within the scheduled review period, as the Company has not adjusted directors’ remuneration since 2023 (prior to the Group’s restructuring). Accordingly, the Nomination and Remuneration Committee considered the competitiveness of directors’ remuneration, with particular emphasis on the Audit Committee, to ensure appropriateness in light of its enhanced oversight role under applicable laws, regulations of the Stock Exchange of Thailand, and good corporate governance practices. The Nomination and Remuneration Committee deemed it appropriate to propose that the Board of Directors approve the determination of directors’ remuneration, and consider proposing the e-AGM 2026 to consider and approve directors’ remuneration as detailed in the table below.

Such directors' remuneration shall be effective from the date on which the 2026 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)	
	2025	2026 (Proposed)	2025	2026 (Proposed)
Board of Directors	161,000	161,000	92,000	92,000
Audit Committee	57,500	70,000	34,500	45,000
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

There are no benefits provided to independent directors other than the remuneration outlined above, except for accident and health insurance premiums, which remain unchanged and are aligned with the Company's policy. In addition, the Company reimburses actual traveling expenses incurred in connection with meeting attendance and covers directors' training fees, if any.

Moreover, Mr. Chandrashekar Subramanian Krishoolndmangalam, Mr. Sayam Prasitsirigul, Mr. Vasin Udomratchatavanich, Mr. Rithisak Patanakul, and Mr. Piyasak Ukritnukun, directors who are the representatives of a major shareholder and the Managing Director, have refused to receive such directors' remuneration.

**Board of Directors' Opinion:** The Board of Directors, having shared the same view as the Nomination and Remuneration Committee in all respects, endorsed an adjustment to the remuneration of the Audit Committee only, to a level appropriate in comparison with the duties, responsibilities, and oversight role of the Board of Directors, while maintaining the remuneration of the Board of Directors and other board sub-committees at the existing rates. Such remuneration shall apply to independent directors only. And deemed it appropriate to propose the determination of directors' remuneration for 2026 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 2026 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
Ms. Kornthong Luangvilai and/or	7210	2025
Mrs. Wilasinee Krishnamra and/or	7098	-
Mrs. Nisakorn Songmanee and/or	5035	-
Mr. Wee Sujarit	7103	-

In 2026, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. also serves as the auditor of Ngern Tid Lor Public Company Limited (the "Subsidiary") of the Company.

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 2026 of the Group with a 2.7% increase from the previous year was appropriate. The proposed audit fee for the year 2026 comprises Baht 858,000 for the Company and Baht 2,907,000 for its subsidiary. As such, it was deemed appropriate to propose the determination of the Company's audit fee and acknowledge the Group's audit fee for the fiscal year of 2026 in the amount of up to Baht 3,765,000 as detailed in the table below to the Board of Directors and the shareholders' meeting for consideration and approval.

Auditors' Remuneration	2025		2026 (Proposed)	
	the Company	the Subsidiary	the Company	the Subsidiary
Audit fee	Baht 730,000	Baht 2,855,000	Baht 858,000	Baht 2,907,000
Non-audit fee	Baht 80,000	N/A	N/A	N/A

In this regard, 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 shareholders' meeting to consider and approve the appointment of Ms. Kornthong Luangvilai and/or Mrs. Wilasinee Krishnamra and/or Mrs. Nisakorn Songmanee and/or Mr. Wee Sujarit from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year of 2026 and the determination of the Company's audit fee for the fiscal year of 2026 in the amount of Baht 858,000, and acknowledge the Subsidiary's audit fee for the fiscal year of 2026 in the amount of Baht 2,907,000, in total, the Group's audit fee for the fiscal year of 2026 in the amount of up to Baht 3,765,000, as detailed above.

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

**Agenda item 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 14, 2025, to December 30, 2025; however, no shareholder proposed any business on the agenda.

All shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders to be held as an e-meeting (e-AGM) only on April 17, 2026, at 14.30 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 April 2, 2026 at 8.30 hours 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 12.30 hours on April 17, 2026, until the meeting is adjourned.

<p>Shareholders or proxies can use the e-Request at: <a href="https://con.inventech.co.th/TIDLOR937909R/#/homepage">https://con.inventech.co.th/TIDLOR937909R/#/homepage</a></p> <p>For inquiries or technical support of the e-Meeting system, please get in touch with <b>02-460-9221</b> (available from April 2 - 17, 2026, 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

Contact us: Corporate Secretariat Department

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