

No. TLH_006/2025

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19 June 2025

Subject: Notice of the Extraordinary General Meeting of Shareholders No. 1/2025 to be held as an e-meeting (e-EGM)

To: Shareholders

Tidlor Holdings Public Company Limited

The Board of Directors' Meeting No. 3/2025 of Tidlor Holdings Public Company Limited (the "Company"), held on 22 May 2025, has resolved to call the **Extraordinary General Meeting of Shareholders No. 1/2025 as an e-meeting (e-EGM) on 11 July 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 Friday 6 June 2025, with the business on the agenda as follows:

Agenda 1: To consider and approve the issuance debentures

Fact and reason: According to the Board of Directors Meeting No. 3/2025 has approved the proposed available amount of issuance debentures for Tidlor Holdings Public Company Limited ("TIDLOR") and Ngern Tid Lor Public Company Limited ("NTL") (collectively referred to as the "Group") with a maximum combined outstanding principal amount not exceeding Baht 80,000 million on a revolving basis, in order to support the Group's future business growth, the Board of Directors proposes that the shareholders approve this debenture issuance framework, with the key details summarized as follows:

Issuer	Tidlor Holdings Public Company Limited
Use of Proceeds	For use in business operations and/or business expansion and/or as working capital and/or for debt repayment or for other purposes as deemed appropriate by the Board of Directors, as well as, inter-company loans in the Group for such aforementioned purpose.
Category	Any type and category (including without limitation, secured and unsecured debentures, subordinated and unsubordinated debentures, debentures with or without coupon) depending on the market conditions at the time of each issuance and offering of debentures.
Currency	Thai Baht and/or foreign currencies, based on prevailing exchange rates at the time of issuance.
Total Offering Amount	For Tidlor Holdings PCL., the debenture issuance limit of up to the principal

	<p>amount of Baht 10 billion; and For NTL, the debenture issuance limit of up to the principal amount of Baht 80 billion; and the total amount of not exceeding the principal amount of Baht 80 billion for the debenture issuance of the Group at any time, with redeemed amounts being available for reissuance on a revolving basis.</p>
Interest Rate	<p>A rate to be determined depending on the market conditions at the time of issuance and offering of debentures, in compliance with notifications and regulations of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and other applicable laws in force at the time.</p>
Financial Covenant	<p>The Company shall maintain a debt-to-equity ratio of not more than 6:1 at the end of each quarterly accounting period, based on the reviewed or audited consolidated financial statements</p>
Tenor	<p>Subject to market conditions, with or without early redemption rights, and may include perpetual bonds.</p>
Offering	<p>(1) In one or several tranches, as a program or on a revolving basis. (2) Offered to the public and/or high-net-worth investors and/or specific investors and/or institutional investors, either domestically or internationally, in accordance with relevant SEC and Capital Market Supervisory Board regulations and other applicable laws.</p>
Early Redemption	<p>May or may not include early redemption rights for bondholders and/or the issuer, and may include or exclude special event redemption clauses, subject to terms and conditions of each issuance.</p>
Authorization and Other Matters	<p>The shareholders are requested to authorize the authorized directors, senior management, or their designated persons to:</p> <ol style="list-style-type: none">1) Determine all terms and conditions relating to the debentures, including type, name, interest rate, tenor, redemption, appointment of bondholders' representative, and offering details (e.g., tranches, price, method, offering period, and allocation).2) Appoint financial advisors and/or underwriters and/or credit rating agencies and/or other relevant parties as deemed necessary or required by regulations.3) Negotiate, sign, amend, and submit all relevant agreements and documents to the SEC and/or any other regulatory authorities, and to undertake all necessary and appropriate actions in connection with the issuance and offering of the debentures.

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose that the shareholders meeting approve the issuance debentures for the Group with a maximum combined outstanding principal amount not exceeding Baht 80,000 million.

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

Agenda 2: To consider other business (if any)

All shareholders are cordially invited to attend the Extraordinary General Meeting of Shareholders No. 1/2025 to be held as an e-meeting (e-EGM) only on 11 July 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 hours of 1 July 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 11 July 2025, until the meeting is adjourned.

<p>Shareholders or proxies can use the e-Request at: https://app.inventech.co.th/TIDLOR165309R/#/homepage For inquiries or technical support of the e-Meeting system, please get in touch with 02-460-9220 (available from 1 July 2025 - 11 July 2025, from 8.30 - 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

e-mail: InvestorRelations@tidlor.com / Telephone: 02-792-1916, 02-792-1915