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TIDLOR\_IR\_001/2026

April 1, 2026

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

To: Shareholders

Ngern Tid Lor Public Company Limited

The Extra Board of Directors' Meeting No. 1/2026 of Ngerntidlor 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 10.00 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 (Book Closing) on March 27, 2026 with the business on the agenda as follows:

**Agenda item 1 To consider and acknowledge matters presented to the Meeting**

**Board of Directors' Opinion:**

The Board of Directors deems it appropriate to report matters relating to the Company's operations and other relevant information for shareholders' acknowledgment.

**Agenda item 2 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025**

**Board of Directors' Opinion:**

The Board of Directors considers it appropriate to propose the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 for shareholders' adoption.

**Agenda item 3 To consider and approve the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income for the year ended December 31, 2025.**

**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.

**Summary of Financial Performance**

The Company's financial position and operating results for the year ended 31 December 2025, as audited by the Company's auditor, can be summarized as follows:

Unit: THB Millions

Description	Financial Statements in which Equity Method is applied		Separate Financial Statements	
	2024	2025	2024	2025
Total assets	106,535	112,725	106,535	112,708
Total liabilities	76,007	78,289	76,007	78,289
Total shareholders' equity	30,527	34,436	30,527	34,419
Net profit	4,230	5,003	4,230	4,986
Total comprehensive income	4,156	4,958	4,156	4,941
Earnings per share (THB)	1.47	1.70	1.47	1.70

Agenda Item 4: To consider and approve the allocation of profits from the company's operations for the year ended December 31, 2025, acknowledge dividend payment on March 18, 2026 from operations during 1 January – 31 December 2025.

**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, in the amount of Baht 30,787,730 to the legal reserve, the Company's legal reserve balance is THB 1,108,795,729, which is at least 10% of the registered capital. Therefore, the legal reserve has been fully set aside in accordance with the Public Limited Companies Act.
2. At the Board of Directors' Meeting No. 2/2026, the Board approved the payment of an interim dividend from the operating results for the period from January 1, 2025, to December 31, 2025, at a rate of THB 1.6638 per share, totaling approximately THB 4,985.98 million. This represents 100.62% of the net profit from the separate financial statements for the fiscal year ended December 31, 2025, after tax and reserve allocation, the interim payment date is on March 18, 2026.

The payment is in accordance with the Company's dividend policy, which stipulates that dividend shall be paid at a rate of not less than 20% of net profit after tax and legal reserve allocation. Therefore, the Board of Directors therefore considers it appropriate not to propose any additional dividend for the year 2025.

Annual performance/results	Stock Dividends	Cash Dividends (Baht/Share)	Total Dividends (Baht/Share)
2023	Ratio 27 existing : 1 stock dividend or 0.1370 Baht/share	0.2698	0.4068
2024	Ratio 35 existing : 1 stock dividend or 0.1057 Baht/share	0.8108	0.9165

Annual performance/results	Stock Dividends	Cash Dividends (Baht/Share)	Total Dividends (Baht/Share)
2025	None	1.6638	1.6638

**Agenda item 5 To consider and approve the election of directors to replace those retiring by rotation**

**Board of Directors' Opinion:**

The Board of Directors (excluding interested directors), considers it appropriate to propose the re-election of the following directors who retire by rotation for another term:

1. Dr. Vasin Udomratchatavanich Director
2. Mr. Patra Yongvanich Independent Director/ Member of Audit Committee
3. Mr. Supawat Likitthanawong Independent Director/ Member of Audit Committee

**Agenda item 6 To consider and approve the determination of directors' remuneration**

**Board of Directors' Opinion:**

Pursuant to Article 38 of the Company's Articles of Association, directors' remuneration must be approved by the shareholders' meeting. The Board of Directors, having considered the recommendation of the Nomination and Remuneration Committee, considers it appropriate *not to pay remuneration to the Board of Directors and Board sub-committee members at the Operating Company level*, as remuneration is determined and paid at the Holding Company level to avoid duplication within the Group.

**Agenda item 7 To consider and approve the appointment of auditors and the determination of audit fee.**

**Board of Directors' Opinion:**

The Board of Directors, having considered the recommendation of the Audit Committee, considers it appropriate to propose the appointment of the following auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year 2026:

Name of Nominated Auditors	CPA License Number	Years Audited
Ms. Kornthong Luangvilai or/and	7210	2025
Ms. Wilasinee Krishnamra or/and	7098	-
Mrs. Nisakorn Songmanee or/and	5035	-
Mr. Wee Sujarit	7103	-

The nominated auditors have no relationship or conflict of interest with the Company, its executives, major shareholders, or related persons, and are therefore independent in performing their duties.

The Board of Directors further considers it appropriate to propose the audit fee for the fiscal year 2026 in the amount of THB 2,907,000, representing an increase of approximately 1.8% from the previous year,

mainly due to business growth. If any additional work beyond the normal audit scope is required, the Board of Directors authorizes management to determine the additional expenses based on actual costs.

**Agenda item 8 :** To consider and approve the decrease of the Company's registered capital by THB 9,671.80 from the existing registered capital of THB 11,087,957,288.10 to THB 11,087,947,616.3 by cancelling 2,614 unissued shares, with a par value of THB 3.70 per share, remaining from the stock dividend allocation under the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025, and the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the Company's registered capital.

**Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital by THB 9,671.80 from the existing registered capital of THB 11,087,957,288.10 to THB 11,087,947,616.30 by cancelling 2,614 unissued shares, with a par value of THB 3.70 per share, remaining from the stock dividend allocation under the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025, so that the Company's registered capital will equal the Company's paid-up capital of THB 11,087,947,616.30, and the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the Company's registered capital, as per the following details:

"Clause	Registered capital	11,087,947,616.30	(Eleven billion eighty-seven million nine
4.	of	Baht	hundred forty-seven thousand six hundred sixteen Baht and thirty Satang)
	Divided into	2,996,742,599	(Two billion nine hundred ninety-six million seven hundred forty-two thousand five hundred ninety-nine shares)
	At the par value of	3.70 Baht	(Three Baht and seventy Satang)
	Categorized into		
	Ordinary shares	2,996,742,599	(Two billion nine hundred ninety-six million seven hundred forty-two thousand five hundred ninety-nine shares)
	Preference shares	- shares	(-shares)"

In addition, the Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to authorize the authorized directors of the Company or any person designated by authorized directors of the Company to proceed with any actions relating to the decrease of registered capital as well as to amend words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any applications, and/or any proceeding to comply with the public companies registrar's instruction in

filing the application for registration of the decrease of registered capital and amendment to the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

Agenda item 9 : To consider and approve the increase of the Company's registered capital by THB 3,215,504,809.80 from the existing registered capital of THB 11,087,947,616.30 to THB 14,303,452,426.10 by issuing 869,055,354 newly issued ordinary shares with a par value of THB 3.70 per share, and the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the Company's registered capital.

**Board of Directors' Opinion:**

As the Company intends to issue newly issued ordinary shares to offer to the existing shareholders in proportion to their shareholders (Rights Offering), the Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by THB 3,215,504,809.80 from the existing registered capital of THB 11,087,947,616.30 to THB 14,303,452,426.10 by issuing 869,055,354 newly issued ordinary shares with a par value of THB 3.70 per share, and the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the Company's registered capital, as per the following details:

"Clause 4.	Registered capital of	14,303,452,426.10	(Fourteen billion three hundred three Baht million four hundred fifty-two thousand four hundred twenty-six Baht and ten Satang)
	Divided into	3,865,797,953	(Three billion eight hundred sixty-five million seven hundred ninety-seven thousand nine hundred fifty-three shares)
	At the par value of	3.70 Baht	(Three Baht and seventy Satang)
	Categorized into		
	Ordinary shares	3,865,797,953	(Three billion eight hundred sixty-five million seven hundred ninety-seven thousand nine hundred fifty-three shares)
	Preference shares	-	shares (-shares)"

In addition, the Board of Directors deemed in appropriate to propose to the 2026 Annual General Meeting of Shareholders to authorize the authorized directors of the Company or any person designated by authorized directors of the Company to proceed with any actions relating to such increase of registered capital as well as to amend words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any applications, and/or any proceeding to comply with the public companies registrar's instruction in

filing the application for registration of the increase of registered capital and amendment to the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

**Agenda item 10 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the issuance and offering to the existing shareholders in proportion to their shareholdings (Rights Offering)**

**Board of Directors' Opinion:**


The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount not exceeding 869,055,354 shares with a par value of THB 3,70 per share, to accommodate the issuance and offering to the existing shareholders in proportion to their shareholdings (Rights Offering), and authorize the Board of Directors to determine and amend the details relating to the allocation of newly issued ordinary shares as follows:

- (1) To consider determining, amending and/or modifying the terms and details of the allocation of newly issued ordinary shares of the Company as appropriate by considering the time period for allocation and subscription in one or several occasions. This includes but is not limited to determining the record date for shareholders entitled to receive the allocation of shares, the objectives of the issuance and offering of the newly issued ordinary shares, the offering price, the offering period, the allocation ratio, the method of allocation, and the payment method for the subscription price of the shares;
- (2) To contact, sign and/or amend applications, notices, and any other documents related to the capital increase and allocation of newly issued ordinary shares. This includes but is not limited to certifying relevant documents, registering the necessary information with the Department of Business Development, the Ministry of Commerce, contacting and filing applications, notices, and documents to government agencies or relevant authorities, and amending applications or words or phrases in relevant documents; and
- (3) To take any action necessary and relevant to make the allocation of newly issued ordinary shares of the Company successful. This includes but is not limited to appointing and authorizing other persons who are appropriate to act as sub-attorneys for the above actions.

The allocation of the newly issued ordinary shares must be completed by the date of the Company's next annual general meeting of shareholders or by the date required by law for holding the next annual general meeting of shareholders, whichever comes first.

**Agenda item 11 To consider other business (if any)**

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 10.00 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 April 2, 2026 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 8.00 hours on April 17, 2026, until the meeting is adjourned.

<p>Shareholders or proxies can use the e-Request at:</p> <p><a href="https://fort.inventech.co.th/NTL708382R/#/homepage">https://fort.inventech.co.th/NTL708382R/#/homepage</a></p> <p>For inquiries or technical support of the e-Meeting system, please get in touch with <b>02-460-9222</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

Ngern Tid Lor Public Company Limited

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