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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 4.	Registered capital of	11,087,947,616.30	(Eleven billion eighty-seven million nine hundred forty-seven thousand six hundred sixteen Baht and thirty Satang)
	Divided into	2,996,742,599 shares	(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 shares	(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	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

Ngerntid Lor Public Company Limited

Contact us: Corporate Secretariat Department

e-mail: [InvestorRelations@tidlor.com](mailto:InvestorRelations@tidlor.com)

Telephone: 02-792-1916

-Translation-

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO. 1/2025  
OF  
NGERN TID LOR PUBLIC COMPANY LIMITED

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Date time and place

The Extraordinary General Meeting of Shareholders No. 1/2025 of Ngern Tid Lor Public Company Limited (the “Company”) was held on Thursday, August 21, 2025, at 14.00 hours at 12A Floor, Ari Hills, Phahonyothin Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok, in accordance with the Company’s Articles of Association.

Directors (Present)

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mrs. Kesara Manchusree    | Independent Director and Chairman of the Audit Committee |
| 2. | Mr. Piyasak Ukritnukun    | Managing Director  |
| 3. | Mr. Supawat Likittanawong | Independent Director and member of the Audit Committee   |

Directors (Attended the Meeting Electronically)

- |    |   |  |
|----|---|--|
| 4. | Mr. Chandrashekar Subramanian<br>Krishoolndmangalam | Chairman of the Board of Directors                     |
| 5. | Mr. Sayam Prasitsirigul                             | Director   |
| 6. | Mr. Patara Yongvanich                               | Independent director and member of the Audit Committee |
| 7. | Mr. Rithisak Patanakul                              | Director   |
| 8. | Mr. Vasin Udomratchatavanich                        | Director   |

Directors (Regrets)

- |    |                      |                      |
|----|----------------------|----------------------|
| 1. | Ms. Manida Zimmerman | Independent director |
|----|----------------------|----------------------|

Executives in attendance

- |    |                           |                               |
|----|---------------------------|-------------------------------|
| 1. | Ms. Cholthicha Thongthai  | Chief Financial Officer (CFO) |
| 2. | Ms. Monsicha Siengchokyoo | Investor Relations            |
| 3. | Ms. Vantanee Teerakul     | Company Secretary             |

**Advisors**

1. Mr. Karinevidch Olivero Legal advisors from Wise Equity Legal Counsel Limited
2. Ms. Yanika Apisaksirikul Legal advisors from Wise Equity Legal Counsel Limited

Mr.Chandrashekar Subramanian Krishoolndmangalam, Chairman of the Board, welcomed all shareholders to the meeting and assigned Ms. Yanika Apisaksirikul to act as the master of ceremonies (the "MC").

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 shareholders and/or proxies will have votes equal to the number of shares held and/or granted under proxy, whereby 1 share equals 1 vote. Each shareholder may either vote to approve, disapprove, or abstain only.
2. 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.
3. 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.
4. In case a shareholder or proxy wishes to leave the meeting before closing of the voting for any agenda item, the vote of such persons will not be counted as a quorum for such agenda item or the remaining agenda items, unless the shareholder or proxy rejoins the meeting and vote on the remaining agenda items.

The MC informed the meeting that the Company had determined the date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Book Closing) on August 1, 2025. At this meeting, there were 7 shareholders attending the meeting in person, representing 25,073 shares, and 34 shareholders attending the meeting by proxy, representing 2,905,791,775 shares, totaling 41 shareholders attending the meeting in person and by proxy, representing 2,905,816,848 shares and equivalent to 99.7362 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) 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 adopt the Minutes of the 2025 Annual General Meeting of Shareholders**

The MC reported that the Company prepared the minutes of the 2025 Annual General Meeting of Shareholders held on 7 March 2025 and submitted a copy of such minutes to the Stock Exchange of Thailand within 14 days from the meeting date and to the Ministry of Commerce within the period prescribed by law. The minutes were also published on the Company's website at [www.tidlорinvestor.com](http://www.tidlорinvestor.com) for shareholders' review, and no shareholder raised any objection or request for amendment.

The Board considered that the minutes were accurate and complete and therefore proposed that the Meeting consider and adopt such minutes.

**Resolution** The Meeting resolved to adopt the minutes of the 2025 Annual General Meeting of Shareholders, as proposed, by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

	Number of Votes	Percentage (%)
Approvals	2,905,635,640	99.9937
Disapprovals	182,200	0.0062
Abstentions	280	-
Invalid Ballots	0	-
Total	2,905,818,120	99.9999

**Agenda item 2 To consider and approve the interim dividend payment in the form cash and dividend shares**

The MC invited Ms. Cholthicha Thongthai, Chief Financial Officer (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 115 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Articles of Association of the Company require that dividends shall not be paid other than out of profits and dividends shall be paid according to the number of shares, each entitled to an equal amount of dividend.

The Board of Directors Meeting No. 5/2025 deems it appropriate to propose that the shareholders' meeting consider and approve the interim dividend payment in form of cash and dividend shares, details as follows:

- **Pay stock dividend** at the ratio of 35 existing shares to 1 stock dividend share, from retained earnings. The total value shall not exceed approximately Baht 308 million, equivalent to a dividend payout rate of Baht 0.1057 per share. In the event of any remaining fraction of shares from the stock dividend allocation, such fractions shall be paid in cash at the rate of Baht 0.1057 per share instead of being allocated as stock dividends. by issuing not more than 83,242,923 newly issued ordinary shares of the Company, with a par value of Baht 3.70 per share.
- **Pay cash dividend** at the rate of Baht 0.3728 per share, totaling an amount not exceeding approximately Baht 1,086 million. In this regard, the aforementioned dividend payment is in accordance with the Company's dividend policy, which requires a payout of not less than 20% of the net profit after corporate income tax and reserve allocations. (Note: The cash payment for any remaining fractional shares from the stock dividend as mentioned above may result in the total cash dividend exceeding Baht 1,086 million.)

The Board of Directors recommends that the shareholders' meeting approve the interim dividend payment in both cash and stock dividends, in accordance with the Company's dividend payment policy. And has set the record date for determining the names of shareholders entitled to receive the dividend on August 25, 2025, and the dividend payment date is scheduled for September 9, 2025, as detailed above.

The MC provided an opportunity for the meeting to express opinions and ask questions. It appeared that there was an inquirer as follows:

**Question** Unidentified shareholder asked that, since the Company has delisted securities from the Stock Exchange of Thailand already, why the Company still has payment of dividends both in the form of shares and cash.

**Answer** Mr. Piyasak Ukritnukun, President, clarified that, at present, the Company still has status as a foreign juristic person, which must maintain the debt to equity ratio (D/E Ratio) to be

at an appropriate level. Therefore, the Company still considers the payment of dividends both in the form of shares and cash.

When there were no further questions, the MC asked the meeting to vote on this agenda, which must be approved by a majority vote of the shareholders attending the meeting and casting votes.

**Resolution** The meeting resolved to approve the interim dividend payment in both cash and stock dividends, and the schedule of the record date for determining the names of shareholders entitled to receive the dividend on August 25, 2025, and the dividend payment date on September 9, 2025, as proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

	Number of Votes	Percentage (%)
Approvals	2,905,635,925	99.9937
Disapprovals	182,200	0.0062
Abstentions	0	-
Invalid Ballots	0	-
Total	2,905,818,125	99.9999

**Agenda item 3 To consider and approve the decrease of the Company's registered capital by eliminating 32,841 shares with a par value of Baht 3.70 remaining from the allocation of stock dividend per the resolution adopted from the Annual General Meeting of Shareholders for the year 2024, and the amendment to Clause 4 of the Memorandum of Association to be in line with the decrease of registered capital.**

The MC invited Ms. Cholthicha Thongthai, Chief Financial Officer (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:

Following the resolution of the 2024 Annual General Meeting of Shareholders, which approved the dividend payment in the form of stock dividends of up to 104,054,826 shares, a total of 104,021,985 shares were actually distributed to the shareholders, so there were 32,841 remaining shares to accommodate the dividend payment. Therefore, in order for the Company to increase its registered capital by issuing newly issued ordinary shares, the Company must comply with Section 136 of the Public Limited Companies Act B. E. 2535, which provides that a public limited company may increase its capital by issuing new shares provided that all of its shares have been issued and paid-up, unless the remaining shares are reserved to accommodate the exercise of

convertible debentures or warrants. As a result, the Company was required to reduce its registered capital by cancelling 32,841 authorized but unissued shares and amend Clause 4. of the Memorandum of Association of the Company to be in line with the reduction in the registered capital as detailed below:

1. reduce the registered capital by Baht 121,511.70 from the existing registered capital of Baht 10,780,079,984.70 to the registered capital of Baht 10,779,958,473 by cancelling 32,841 authorized but unissued shares, with a par value of Baht 3.70 per share; and
2. amend Clause 4. of the Memorandum of Association of the Company to be in line with the reduction in the registered capital where the following wordings shall be adopted in replacement of the existing

wordings:

“Clause 4	Registered capital:	Baht 10,779,958,473	(Ten billion seven hundred seventy-nine million nine hundred fifty-eight thousand four hundred seventy-three Baht)
	Divided into:	2,913,502,290 shares	(Two billion nine hundred thirteen million five hundred two thousand two hundred ninety shares)
	Par value per share:	Baht 3.70	(Three Baht and seventy Satang)
Divided into:			
	Ordinary shares:	2,913,502,290 shares	(Two billion nine hundred thirteen million five hundred two thousand two hundred ninety shares)
	Preference shares:	-None-	-“

Furthermore, it was appropriate to propose the authorization of the authorized directors of the Company and/or any person authorized by such persons to have the authority to file applications for registration of the reduction in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to have the authority to revise or amend the applications or any statements therein, and to have the authority to undertake any actions necessary for and relevant to the foregoing as may be deemed appropriate to comply with the applicable laws, rules, and regulations, as well as the interpretation of the relevant government agencies, including the recommendations or orders of the Public Companies Registrar or officers.

In this regard, the Board of Directors, having viewed that the reduction in the registered capital was appropriate and would not affect the Company or the benefits of the shareholders, deemed it appropriate to propose the reduction in the registered capital of Baht 121,511.70 from the existing registered capital of Baht 10,780,079,984.70 to the registered capital of Baht 10,779,958,473 by cancelling 32,841 authorized but unissued shares, with a par value of Baht 3.70 per share, remaining from the allocation of stock dividends, the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction in the registered capital, and the authorization of the authorized directors of the Company and/or any person authorized by such persons to have the authority to undertake actions relevant to the reduction in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company as detailed above to the shareholders' meeting for consideration and approval.

The MC provided an opportunity for the meeting to express opinions and ask questions. It appeared that there was an inquirer as follows:

**Question** Mr. Kobkit Kittisophakul, a shareholder attending the meeting in person, inquired about the reduction of the registered capital from the shares remaining from the allocation of stock dividends, including the issue of past stock dividend payments and the approach to considering the policy related to share repurchase.

**Answer** Mr. Piyasak Ukritnukun, Managing Director, clarified that the Company last paid stock dividends in 2024. Due to the Company's status as a foreign company, it is still required to pay dividends in the form of stock dividends. In this regard, shareholders who wish to sell shares may notify the Investor Relations department. If, in the future, the Company has a share repurchase policy or there is a buyer, the Company will contact the shareholders.

Mr. Karinevidch Olivero, Legal Advisor, further clarified that the actions relating to a tender offer of securities must be in accordance with the criteria and conditions prescribed by law, and if the Company considers undertaking such actions in the future, it must comply with the relevant laws and applicable time periods.

When there were no further questions, the MC requested that the attendees vote on this agenda item, which must be approved by votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

**Resolution** The meeting resolved to approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Memorandum of Association to be in line with the decrease of registered capital, and the authorization of the authorized directors of the Company and/or any

person authorized by such persons to have the authority to undertake actions relevant to the reduction in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company, as proposed above in all respects, with the majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, as detailed below:

	Number of Votes	Percentage (%)
Approvals	2,905,636,330	99.9937
Disapprovals	182,200	0.0062
Abstentions	0	0
Invalid Ballots	0	-
Total	2,905,818,530	100

**Agenda item 4 To consider and approve the increase of the Company's registered capital of 83,242,923 shares to support stock dividend payment and to amend Clause 4 of the Memorandum of Association of the Company on registered capital to be in line with the increase of registered capital.**

The MC invited Ms. Cholthicha Thongthai, Chief Financial Officer (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:

As the Company wished to pay dividends in the form of the Company's ordinary shares to be issued to the shareholders of the Company as detailed in Agenda item 2, the Company was, therefore, required to increase its registered capital by issuing 83,242,923 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends and amend Clause 4. of the Memorandum of Association of the Company to be in line with the increase in the registered capital as follows:

1. increase the registered capital by Baht 307,998,815.10 from the existing registered capital of Baht 10,779,958,473 to the registered capital of Baht 11,087,957,288.10 by issuing 83,242,923 newly issued ordinary shares, with a par value of Baht 3.70 per share; and
2. amend Clause 4. of the Memorandum of Association of the Company to be in line with the increase in registered capital, where the wordings as shown below shall be adopted in replacement of the existing wordings:

“Clause 4	Registered capital:	Baht 11,087,957,288.10	(Eleven billion eighty-seven million nine hundred fifty-seven thousand two hundred eighty-eight Baht and ten Satang)
	Divided into:	2,996,745,213 shares	(Two billion nine hundred ninety-six million seven hundred forty-five thousand two hundred thirteen shares)
	Par value per share:	Baht 3.70	(Three Baht and seventy Satang)
Divided into:			
	Ordinary shares:	2,996,745,213 shares	(Two billion nine hundred ninety-six million seven hundred forty-five thousand two hundred thirteen shares)
	Preference shares:	-None-	-“

Furthermore, it was appropriate to propose the authorization of the authorized directors of the Company and/or any person authorized by such persons to have the authority to file applications for registration of the increase in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to have the authority to revise or amend the applications or any statements therein, and to have the authority to undertake any actions necessary for and relevant to the foregoing as may be deemed appropriate to comply with the applicable laws, rules, and regulations, as well as the interpretation of the relevant government agencies, including the recommendations or orders of the Public Companies Registrar or officers.

In this regard, the Board of Directors, having viewed the increase in registered capital was appropriate and would not affect the Company or the benefits of the shareholders (except the earnings per share that may be diluted due to the increase in the number of shares), deemed it appropriate to propose the increase in the registered capital of Baht 307,998,815.10 from the existing registered capital of Baht 10,779,958,473 to the registered capital of Baht 11,087,957,288.10 by issuing 83,242,923 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends, the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase in the registered capital, and the authorization of the authorized directors of the Company and/or any person authorized by such persons to have the authority to undertake actions relevant to the increase in the registered capital and the amendment to Clause

4. of the Memorandum of Association of the Company 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 not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

**Resolution** The meeting resolved to approve the increase in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase in the registered capital, and the authorization of the authorized directors of the Company or any person authorized by such persons to have the authority to undertake actions relevant to the increase in the registered capital and the amendment to Clause 4. of the Memorandum of Association of the Company, as proposed above in all respects, with the majority vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, as detailed below:

	Number of Votes	Percentage (%)
Approvals	2,905,636,330	99.9937
Disapprovals	182,200	0.0062
Abstentions	0	0
Invalid Ballots	0	-
Total	2,905,818,530	100

**Agenda item 5 To consider and approve the allocation of the newly issued ordinary shares to accommodate the payment of stock dividends.**

The MC invited Ms. Cholthicha Thongthai, Chief Financial Officer (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:

As the Company wished to pay dividends in the form of the Company's ordinary shares to be issued to the shareholders of the Company as detailed in Agenda item 2, the Company was, therefore, required to allocate up to 83,242,923 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends whereby the Board of Directors or the authorized directors of the Company and/or any person authorized by such persons shall have the authority to undertake any actions

necessary for and relevant to such allocation of the newly issued ordinary shares, including, without limitation, executing documents, applications, waivers, and other evidence necessary for and relevant to the foregoing, and communicating and filing all such documents, applications, waivers, documents, and evidence with any government agencies or other related authorities, and undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

In this regard, the Board of Directors deemed it appropriate to propose the allocation of up to 83,242,923 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends and the authorization of the Board of Directors or the authorized directors of the Company and/or any person authorized by such persons to have the authority to undertake any actions necessary for and relevant to such allocation of the newly issued ordinary shares 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 approved the allocation of up to 83,242,923 newly issued ordinary shares, with a par value of Baht 3.70 per share, to accommodate the payment of stock dividends and the authorization of the Board of Directors or the authorized directors of the Company and/or any person authorized by such persons to have the authority to undertake any actions necessary for and relevant to such allocation of the newly issued ordinary shares, as proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

	Number of Votes	Percentage (%)
Approvals	2,905,636,330	99.9937
Disapprovals	182,200	0.0062
Abstentions	0	-
Invalid Ballots	0	-
Total	2,905,818,530	100

**Agenda item 6** To consider other businesses (if any).

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

**Question No. 1:** Mr. Kittiyot Apakiettiwong, a shareholder attending the meeting in person, inquired that after the Company carried out the restructuring, between Ngern Tid Lor Public Company Limited and Tidlor Holdings Public Company Limited, how are they different? By how much did the number of shareholders decrease? And is Ngern Tid Lor Public Company Limited still considered a foreign juristic person?

**Answer** Mr. Piyasak Ukritnukun, Managing Director, clarified that after the restructuring, the Company still conducts business under the operational approach, strategy, and overall management structure consistent with the original approach, and the Company also still maintains the status of a foreign juristic person as well.

**Question No. 2:** Mr. Sarayut Aua-auaychai, a shareholder attending the meeting in person, inquired that how much can the dividend be credited as tax? How much is the retained earnings paid in this round, how much remains, and after the capital increase, will it need to take a long time to accumulate the legal reserve again to be complete according to law, and in order to receive full dividends as before?

**Answer** Mr. Piyasak Ukritnukun answered that the dividend payment and tax benefits are in accordance with the relevant criteria, and the Company has fully allocated the legal reserve. Shareholders can credit tax at 20 percent of the tax received.

**Question No. 3:** Ms. Supatra Sitthichai, a shareholder attending the meeting in person, inquired as follows:

- 1 From the approximate THB 14,000 million of retained earnings, how much will be distributed in cash dividends?
2. What are the differences between stock dividends and cash dividends? What are the pros and cons for the Company?
3. Has the Board considered paying dividends at a rate higher than 20%?

**Answer** Mrs. Kesara Manchusree, Independent Director and Chairman of the Audit Committee, clarified as follows:

1. The Company has a policy to pay dividends mainly from the Company's operating results, by considering dividend payment on an annual basis. However, in 2024, the Company restructured to be a holding company and already paid dividends from

operating results during the first 9 months. Therefore, the dividend payment this time is a payment from the operating results in the 4th quarter. In this regard, Ms. Monsicha Siengchokyoo, Investor Relations, further clarified that this dividend payment comprises (1) profit from operating results in the 4th quarter of 2024 of approximately THB 1,040 million, and (2) retained earnings of approximately THB 30 million.

2. The Company has continuously paid dividends in both the form of shares and cash. The determination of the form of dividend payment is in accordance with the Company's policy and is considered to be appropriate with the business condition and relevant requirements. In this regard, as the Company operates in the financial sector, it must maintain the debt to equity ratio (D/E Ratio) to be at an appropriate level, resulting in the Company having the necessity to consider paying dividends both in the form of shares and cash in parallel.
3. The consideration of paying dividends at a rate higher than 20% will be proposed to the Board of Directors for further review.

**Question No. 4:** An unidentified shareholder inquired whether the dividend payment would be made via cheque or bank transfer.

**Answer** Ms. Vantanee Teerakul, Company Secretary, clarified that shareholders who have registered to receive payment through a bank account will receive the dividend via bank transfer, and shareholders who have not registered will receive the dividend by cheque, in accordance with the Company's practice.

**Question No. 5:** Mr. Phongsak Urajananont, a shareholder attending the meeting in person, asked about the Company's operating results for the first half of 2025 compared to 2024.

**Answer** Mr. Piyasak Ukritnukun answered that the operating results for the first half of 2025 have a trend consistent with the Company's business direction, and the Company continues to operate in accordance with the established plans and policies.

In this regard, the details of the operating results have already been disclosed to investors through the channels of Tidlor Holdings Public Company Limited, and shareholders can study additional information from the Opportunity Day document on the website of Tidlor Holdings Public Company Limited.

**Question No. 6:** An unidentified shareholder inquired about the progress of the implementation under the restructuring plan regarding the insurance business that still remains in the Company.

**Answer** Mr. Piyasak Ukritnukun clarified that the Company had already disclosed the details regarding such restructuring plan to the 2024 Extraordinary General Meeting of Shareholders, and there was a report of an independent financial advisor which evaluated the value of such insurance business. Shareholders can study further details from the Company's website.

**Question No. 7:** An unidentified shareholder inquired about the possibility of restructuring the capital structure, such as adjusting the par value of the Company's ordinary shares.


**Answer** Mr. Karinevidch Olivero, Legal Advisor, clarified that, from a legal perspective, it can be undertaken. However, such implementation depends on the consideration and resolution of the relevant board(s).

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 14.50 hrs.

Sign ..... Chairman of the Meeting  
(Mr. Chandrashekar Subramanian Krishoolndmangalam)  
Chairman of the Board of Directors

## Annual Report (Form 56-1 One Report) for the year 2025 (QR Code)

<p>Download the Annual Report (Form 56-1 One report) for the year 2025</p> <p><a href="https://ntl.listedcompany.com/misc/one-report/tidlor-one-report-2025-en-ntl.pdf">https://ntl.listedcompany.com/misc/one-report/tidlor-one-report-2025-en-ntl.pdf</a></p>	<p>Scan QR Code</p> 
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**Documents Required to Attend the e-AGM, Appointment of Proxy,  
Submission of Meeting Attendance Request Form (E-Request)**

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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. 3 and No.4. 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. 4.

**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 <https://www.tidlorinvestor.com/th/ngern-tid-lor-plc/home>

## 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 as a proxy by filling in the name and information required 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

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.**


**Attendance Request Form (E-Request) is required.**

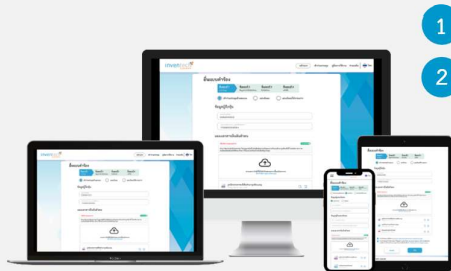
6. Return the original completed Proxy Form and certified true copies of supporting documents to reach the Company Secretary, 15th Floor, Ari Hill Building, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400, by April 16, 2026, so that the Company can review the documents prior 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://fort.inventech.co.th/NTL708382R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 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

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 **April 2, 2026 at 8:30 a.m. and shall be closed on April 17, 2026 Until the end of the meeting.**


3. The electronic conference system will be available on **April 17, 2026 at 8:00 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 April 16, 2026 at 5.00 p.m.

Company Secretary Office, Ngern Tid Lor Public Company Limited  
428 Ari Hills Building, 15th floor, Phahonyothin Road, Samsen Nai,  
Phaya Thai, Bangkok 10400

### If you have any problems with the software, please contact Inventech Call Center

 02-460-9222

 @inventechconnect

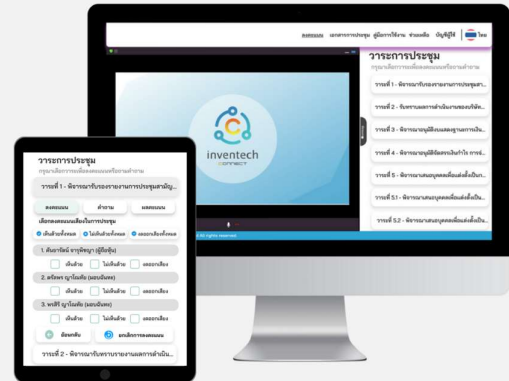
 The system available during April 2 - 17, 2026 at 08.30 a.m. – 05.30 p.m.  
**(Specifically excludes holidays and public holidays)**



Report a problem  
@inventechconnect

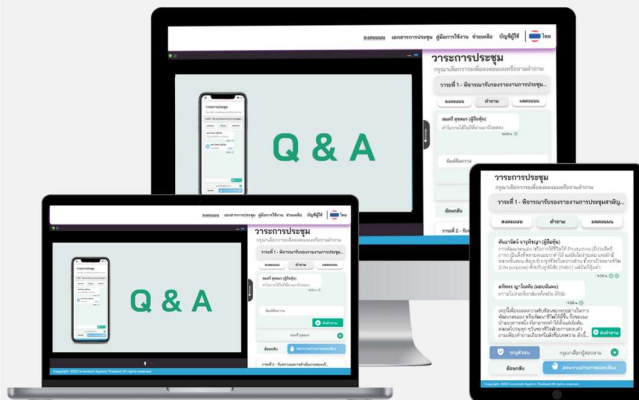
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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

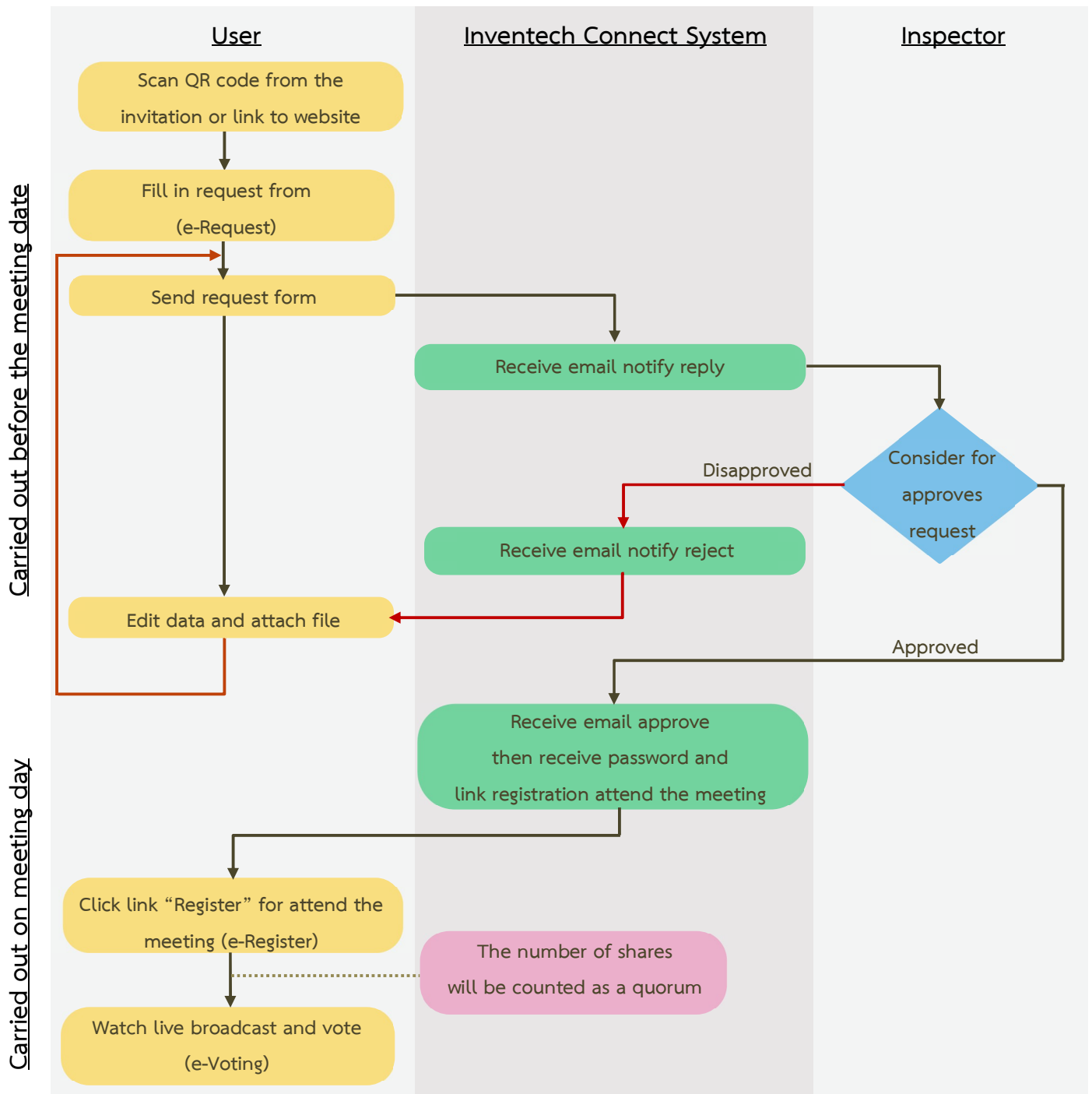


User Manual and Video of using Inventech Connect

\* 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



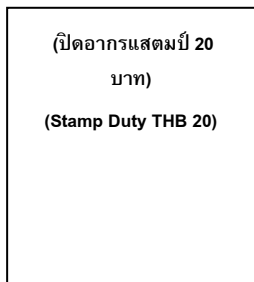
**Condition of use**

**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.



หนังสือมอบฉันทะแบบ ข.

Proxy Form B.

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Address No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ **บริษัท เงินติดล้อ จำกัด (มหาชน) ("บริษัทฯ")**  
 being a shareholder of **Ngern Tid Lor Public Company Limited (the "Company")**  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 holding a total of \_\_\_\_\_ shares and having the rights to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary share: \_\_\_\_\_ shares and having the rights to vote equal to \_\_\_\_\_ votes.  
 หุ้นบุริมสิทธิ - \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ - \_\_\_\_\_ เสียง  
 preference share: \_\_\_\_\_ shares and having the rights to vote equal to \_\_\_\_\_ votes.

(3) ขอมอบฉันทะให้/ Hereby appoint

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
 ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_ **หรือ**

2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
 ถนน \_\_\_\_\_ แขวง \_\_\_\_\_ เขต \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ **หรือ**  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_ **or**

3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
 ถนน - \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_ Sam Phran



- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เลือกตั้งกรรมการทั้งชุด/ Elect the entire group of the nominated directors
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain
- เลือกตั้งกรรมการเป็นรายบุคคล / Elect each of the nominated directors individually.
1. นายวศิน อุดมรัชตวนิชย์ กรรมการ ; Mr. Vasin Udomratchatavanich/ Director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain
2. นายศุภวัตร ลิขิตธรวงศ์ กรรมการอิสระ ; Mr. Supawat Likittanawong/ Independent Director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain
3. นายภัทร ยงวนิชย์ กรรมการอิสระ : Mr. Patara Yongvanich/ Independent Director
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 9,671.80 บาท จากทุนจดทะเบียนเดิมจำนวน 11,087,957,288.10 บาท เป็นทุนจดทะเบียน จำนวน 11,087,947,616.30 บาท โดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้ ออกจำหน่าย จำนวน 2,614 หุ้น มูลค่าที่ตราไว้หุ้นละ 3.70 บาท ซึ่งเป็นหุ้นคงเหลือจากการจัดสรรหุ้นปันผลตามมติ ที่ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2568 และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้ สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

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 11,087,947,616.30 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, 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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 3,215,504,809.80 บาท จากทุนจดทะเบียนเดิมจำนวน 11,087,947,616.30 บาท เป็นทุนจดทะเบียนจำนวน 14,303,452,426.10 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 869,055,354 หุ้น มูลค่าที่ตราไว้หุ้นละ 3.70 บาท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

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)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 11 To consider other businesses (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as the proxy may see fit in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ		ผู้มอบฉันทะ
Signed		Grantor
ลงชื่อ		ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ		ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ		ผู้รับมอบฉันทะ
Signed		Proxy

**หมายเหตุ / Remark**

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.

- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form B. as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เงินติดล้อ จำกัด (มหาชน) (“บริษัทฯ”) สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 17 เมษายน 2569 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามหลักเกณฑ์และข้อกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ โดยถ่ายทอดสดจาก ชั้น 12A อาคารอารีฮิลล์ สำนักงานใหญ่ของบริษัทฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Ngern Tid Lor Public Company Limited (the “Company”) for the 2026 Annual General Meeting of Shareholders to be held as an e-meeting (e-AGM) on April 17, 2026 at 10.00 in accordance with the laws and regulations relating to electronic meetings where the meeting shall be broadcast from 12A Floor, Ari Hills, the Company’s headquarters, or such other date, time and place if the meeting is adjourned.

วาระที่	เรื่อง
Agenda item	Subject
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b>
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <b>or</b>
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve                                      Disapprove                                      Abstain

วาระที่	เรื่อง
Agenda item	Subject
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b>
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <b>or</b>
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve                                      Disapprove                                      Abstain

วาระที่	เรื่อง
Agenda item	Subject
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <b>หรือ</b>
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <b>or</b>
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve                                      Disapprove                                      Abstain