



No. TIDLOR\_IR\_009/2025

24 April 2025

Subject: Last business day on which investors are able to purchase shares of Ngern Tid Lor Public Company Limited to tender their shares to TIDLOR Holdings Public Company Limited

Attention: Shareholders of Ngern Tid Lor Public Company Limited

Ngern Tid Lor Public Company Limited (the “**Company**”) has notified its shareholders and investors that Tidlor Holdings Public Company Limited (the “**Offeror**” or “**TIDLOR Holdings**”) will make a tender offer for all of the Company securities, by issuing new shares and offering such newly issued shares of TIDLOR Holdings to existing shareholders of the Company in exchange for the tender offer, at the swap ratio of one ordinary share of the Company to one ordinary share of TIDLOR Holdings. (TIDLOR Holdings will cancel the tender offer if the number of shares offered by the offerees constitutes less than 95 percent of the Company’s total voting rights). In this regard, TIDLOR Holdings has set a tender offer period, from 10 March 2025 to 30 April 2025, during the hours of 9.00 a.m. to 4.00 p.m. on any business day, totaling 35 business days. This tender period is the final.

Now that TIDLOR Holdings has made a tender offer for the Company’s shares from 10 March 2025 to 23 April 2025, a total of 30 business days, the Company would like to inform shareholders and any other persons who desire to purchase the Company’s shares to exchange their shares through tender offer process per below:

1. The last day to submit the Tender Offer Acceptance Form together with supporting documents to the tender agent will be Wednesday, 30 April 2025, before 4.00 p.m. The Tender Agents are Kiatnakin Phatra Securities Public Company Limited and InnovestX Securities Company Limited.
2. As trading of shares on the Stock Exchange of Thailand (“**SET**”) requires the process of settlement and share transfer on the second business day after the trading day or T+2. Therefore, the last business day on which investors will be able to purchase the Company’s shares to accept the tender offer will be Monday, 28 April 2025.

After 28 April 2025, investors will be able to purchase the Company’s shares as usual but will not be able to accept the tender offer with those shares. Upon completion of the tender offer for the Company’s securities and after obtaining approval from the SET for the ordinary shares of TIDLOR Holdings to be listed securities, the first trading day of TIDLOR Holdings shares on the SET will be on the same day on which the Company shares will be delisted from the SET. The impacts on the shareholders who do not accept the tender offer are as follows:

#### **Ngern Tid Lor Public Company Limited**

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Company Registration No. 0107563000355

- (1) The Company's shareholders will not be able to trade their shares on the SET in the future. As a result, there will not be the market price of those shares and, therefore, there is no reference price for the sale and purchase of the Company's securities. Further trade in the Company's shares will lack flexibility and liquidity.
- (2) Investment returns on the Company's shares for which the shareholder is eligible are limited to dividends payments only. There is a possibility that capital gains that the shareholder may receive from a difference in the trading price of his/her securities may be reduced due to the unavailability of the secondary market and the market price.
- (3) In the future, the shareholder will not be entitled to dividend payments out of the operating results of the non-life InsurTech insurance brokerage under TIDLOR Holdings, and other businesses (if any) to be invested by TIDLOR Holdings.
- (4) If the Company's shareholder is an individual, he/she will not be exempt from capital gain tax. In addition, the transferor (both an individual and juristic person) will be subject to the stamp duty payment in respect of the share transfer.
- (5) The Company's shareholders will receive limited news and information after the Company's securities are delisted. The shareholder will not receive news and publication which are distributed to holders of the SET-listed company
- (6) If TIDLOR Holdings holds more than 75% of the total voting rights in the Company, TIDLOR Holdings can exercise the votes to approve any significant transactions in the shareholder meeting without reliance on affirmative votes of any shareholders. In that event, other shareholders will not be able to veto the exercise of voting rights of TIDLOR Holdings at the Company's shareholders meetings.

Please be informed accordingly,

Sincerely Yours

- Mr. Piyasak Ukritnukun -

Managing Director