

(-Unofficial Translation-)

Part 1

Executive Summary

This executive summary is part of the registration statements and prospectus, which is the summary in relation with the offering, characteristic, and risks of the Company. Therefore, investors must study details information in the full registration statements and prospectus, which could be requested from underwriters and the Company, or study information from the registration statement and prospectus which have been filed by the Company with the Office of Securities and Exchange Commission ("the SEC") at the SEC's website (www.sec.or.th).

Executive Summary of the Initial Public Offering of

Ngern Tid Lor Public Company Limited

(Offering period: For investors subject to the underwriters' discretion, retail investors, our related persons, our employees and our patrons: April 22 - 26, 2021

For institutional investors, Book Building Eligible Investors and initial purchasers: April 28 – 30, 2021)

Offering Details

Offerors : Newly issued ordinary shares

Ngern Tid Lor Public Company Limited ("the Company")

Existing ordinary shares

Bank of Ayudhya Public Company Limited ("Krungsri")

Siam Asia Credit Access Pte. Ltd. ("SACA")

Type of Business : Provide loan, hire purchase, non-life insurance brokerages service, life insurance brokerages service and related services

Number of Offering Shares : Up to 907,428,600 shares, comprising (1) up to 210,816,700 newly issued ordinary shares offered by the Company (2) up to 284,144,300 existing shares offered by Bank of Ayudhya Public Company Limited and (3) up to 412,467,600 existing shares offered by Siam Asia Credit Access Pte. Ltd., equivalent to in aggregate of up to 39.1% of the total issued and outstanding shares in the Company after the offering.

At the end of the subscription period for up to 907,428,600 shares, if the offering shares are over-subscribed, the Company may allocate over-allotment shares (Greenshoe or Over-allotment Option) of up to 136,114,200 shares, equivalent to no more than 15.0% of total offering shares. The Over-Allotment Agent will borrow such shares from Bank of Ayudhya Public Company Limited in the number of up to 74,244,100 shares and from Siam

Asia Credit Access Pte. Ltd. in the number of up to 61,870,100 shares which amount to in aggregate of up to 136,114,200 for covering the over-allotment.

However, final number of over-allotment shares is subject to the discretion of the Company, the selling shareholders and underwriters.

Offering Structure:

Investor Type	Offered Shares (Share)	Offering Portion (%)
Domestic investors (approximate number)	640,476,600	70.6
● Investors subject to the underwriters' discretion (approximately)	79,033,500	8.7
● Retail investors (approximately)	46,500,000	5.1
● Our patrons (approximately)	13,611,400	1.5
● Our related persons (approximately)	13,000,000	1.4
● Our employees (approximately)	33,379,600	3.7
● Institutional investors (excluding cornerstone institutional investors in Thailand) (approximately)	47,952,100	5.3
● Cornerstone investors in Thailand	407,000,000	44.9
International investors through the initial purchasers (approximate number)	266,952,000	29.4
● International institutional investors (excluding international cornerstone institutional investors)	47,952,000	5.3
● International cornerstone institutional investors	219,000,000	24.1

Underwriting Condition : Firm Underwriting

Offering Price : The offering price range of THB 34.0 - 36.5 per share

The Company, selling shareholders and underwriters will announce final offering price soonest. The announcement will be occurred by 9.00 AM, April 28, 2021 at latest via www.ngerntidlor.com and www.sec.or.th

Offering Value : Up to THB 30,852,572,400 - 33,121,143,900 (excluding the over-allotment shares)

Par Value : THB 3.7 per share

Book Value as of 31 : THB 5.6 per share
December 2020

Prior Offering of Shares or Convertible Securities (during six months prior to the filing of an application for the SEC's approval until the offering date):

-None-

Relationship with Group of Financial Advisors and/or Underwriters (For instance, cross-shareholding, director, executive or personnel of the financial advisors and/or underwriters holding position as a director in the Company, borrowing from group of financial advisors and/or underwriters and other relationship which might interfere independence of financial advisors and/or underwriters in performing its duties):

As of December 31, 2020, we have entered into credit facility agreements with Kiatnakin Phatra Bank Public Company Limited, which holds 99.97% interest in Kiatnakin Phatra Securities Public Company Limited, our financial advisor, joint global coordinators and joint bookrunners for the offering, for the total credit amount of THB 2,000.0 million. The outstanding amount of which as at December 31, 2020 was THB 2,000 million, equivalent to 7.2% of our total outstanding loan from financial institutions. After December 31, 2020, we have repaid some borrowing which, as of the date of the Prospectus, the outstanding loan was equal to THB 1,000.0 million.

As of December 31, 2020, we have entered into credit facility agreements with CIMB Thai Bank Public Company Limited, which has CIMB Group as an indirect major shareholder similar to CGS-CIMB Securities (Thailand) Company Limited, one of our co-underwriters and CIMB Investment Bank Berhad, one of international initial purchaser, for the total credit amount of THB 2,000.0 million. The outstanding amount of which as at December 31, 2020 was THB 2,000 million, equivalent to 7.2% of our total outstanding loan from financial institutions. As of the date of the Prospectus, the outstanding loan was equal to THB 2,000.0 million.

Rationale for Determination of the Offering Price and Financial Information Supporting the Valuation of the Offering Price:

Our determination of the final offering price for our newly issued ordinary shares and the selling shareholder's existing shares was conducted through a book building process, which entails surveying demands for our ordinary shares from institutional investors at different price ranges where institutional investors and book building eligible investors are given an opportunity to submit their preferred price and number of shares to be subscribed to the underwriters and the initial Purchasers. As stated in 6.2.1 and 6.2.4 of the Prospectus, the price range that was used for the book building process was THB 34.0 – 36.5 per share. We, the selling shareholder, the underwriters and the initial Purchasers have jointly determined the final offering price, considering from the prices and number of shares submitted by the institutional investors and book building eligible investors and our preferred price and the stability of the price of our shares in the secondary market. Our price to earnings ratio is in a range of approximately 32.6x – 35.0x

calculated based on our net income for the past 12 months (from January 1, 2020 to December 31, 2020)

Average P/E ratio of other listed companies whose nature of business are similar to our lending business and insurance brokerage business are approximately 27.4x and 37.7x, respectively, calculated based on information during the period of previous 180 days before 31 March 2021.

Shareholding Percentage of Persons Taking Part in the Management of the Company not Subject to Silent Period:

After the Offering, ordinary shares held by existing shareholders, who are persons taking part in the management of the Company, which are subject to prohibition of sale pursuant to the SET's criteria (Silent Period) are equal to 1,275,441,760 shares or equivalent to 55% of the post-offering issued and outstanding share of the Company, comprising of 695,695,371 shares from Krungsri and 579,746,143 shares from SACA or equivalent to 30% and 25% of the post-offering issued and outstanding share of the Company, respectively.

However, 1,043,542,810 shares or equivalent to 45% of the post-offering issued and outstanding share of the Company are not subject to Silent Period, which include ordinary shares held by persons taking part in the management of the Company (apart from Krungsri and SACA) up to 10,894,500 shares

Secondary Market : SET

Sector : Financials / Finance & Securities

Registration Criteria : Profit test

	Use of Proceeds	Approximate Cost (THB millions)	Estimated Period
1.	Expand our lending and insurance brokerage business and for working capital	1,150	by 2023
	1.1 Improving our existing branches and expanding of our branch network by approximately 500 additional branches to cover larger service areas	340	by 2023
	1.2 Improving and developing our IT projects and digital transformation	810	by 2023
2.	Capital restructuring by repayment of existing indebtedness	5,500 – 6,000	by 2021
3.	Working capital	518 – 545	by 2023
	Total	7,168 – 7,695	

The foregoing estimation represents the best-case scenario estimates allocated net proceeds expected to be received from the Offering and our allocation of such net proceeds based on our plans and anticipated expenditure as of the date of the Prospectus. Actual allocation of the net proceeds may vary from the foregoing estimation as our management may find it necessary or advisable to reallocate the net proceeds within the categories described above. In addition, the actual number of shares offered could be less than the total shares being offered as disclosed in this document, which may result in lesser net proceeds than the estimated amount. In addition, our future plans and actual expenditure may differ from our estimates described above. Therefore, our actual use of net proceeds may be different from the use of net proceeds discussed in the foregoing. Nevertheless, we believe that such scenario will not significantly impact our investment plan, and we shall carry out our business and investments in accordance with the relevant regulations promulgated by the Office of the SEC and the SET

We will not receive any proceeds from the sale of the existing ordinary shares by the selling shareholder, Bank of Ayudhya Public Company Limited and Siam Asia Credit Access Pte. Ltd.

Dividend Payment Policy:

Board of directors may consider annual dividend payments by considering capability to pay dividend based on provisions of law and the Company's Articles of Association and it must be approved by the shareholders' meeting. Board of directors has authority to approve interim dividend payments from time to time whenever it has determined that the Company has sufficient profits to do so. Such dividend payments must be reported to our shareholders at the next shareholders' meeting accordingly.

It is the intention of the Company to distribute a dividend to shareholders in an amount equaling no less than 20% of the Company's net profit, as set out in the Company's audited separate annual financial statements (after taxes and reserves, as required by applicable laws and as determined by the Company). The Company's dividend policy (including the review and amendment to the dividend policy) is subject to the results of operations and financial condition of the Company, cash flows, terms, conditions and restrictions under relevant agreements (such as loan repayment terms), reserves for working capital, potential investment plans, and business expansion, market conditions and other relevant considerations as the Company's board of directors may deem relevant or appropriate, including regulatory requirements and other necessities.

Details of the Securities Offeror:

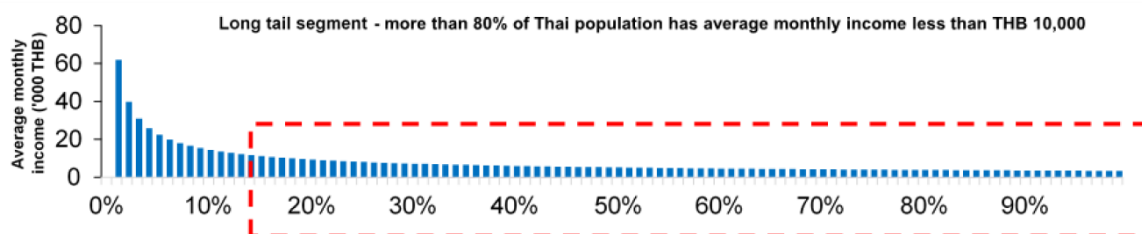
Based in Bangkok, Thailand, we are a non-bank financial services provider and an operator of technology-enabled, inclusive financial services. We offer a full suite of vehicle title loans (motorcycles, cars, pickup trucks and tractors), hire-purchase financing for used trucks, and insurance brokerage services, with a well-known Ngern Tid Lor ("Money on Wheels") brand; and 100% brand awareness and 49% "top of mind" first mention among service providers in our same industry, each according to research on the overall brand evaluation conducted by IPSOS in November 2019. We operate based on an innovation-driven business

model. Our products and services are broadly divided into two types: lending and life and non-life insurance brokerage.

Within our lending operations, we provide vehicle title loans and hire-purchase financing as a type of sale-leaseback arrangement, including Revolving Cash Card launched in 2019. The Revolving Cash Card provides our existing vehicle title loan customers with an additional channel to access their loans other than receiving cash at our branches or via wire transfer to such customers' bank account. Customers are able to access lines of credit directly from ATMs of commercial bank partners across Thailand (including KASIKORNBANK, Government Savings Bank, Krungthai Bank and Krungsri), 24 hours a day, seven days a week. Our insurance brokerage business is comprised of non-life and life insurance brokerage to retail customers or customer referrals to insurance companies including the provision of mandatory and voluntary motor insurance, personal accident insurance, loan payment protection insurance, and health insurance, such as cancer coverage. We subdivide our non-life insurance offerings into motor insurance and non-motor insurance, such as personal accident insurance and health insurance, and we classify our life insurance offerings as personal protection insurance ("PPI"), which is an insurance product to protect an applicant as an insured in the event of a serious incident that causes death or disability. In addition, we offer related services for vehicle registration renewals and annual vehicle tax payments for existing customers.

We have created a scalable and flexible distribution and financial service platform that combines an innovative digital infrastructure and omni-channel customer experiences. With more than three decades of our team's experience, we are growing quickly in the vehicle title loan market, with approximately 16% market share in 2019 calculated from outstanding loan balance (based on an estimate of the total vehicle title loan market size), ranking #1 in Thailand. We currently provide distribution services for motor and other insurance products from 16 insurers in Thailand on a purpose-built insure-tech platform. With respect to our insurance brokerage business, we have grown rapidly since introducing our insurance brokerage offerings, and based on our internal information, in 2019, we were one of Thailand's top three distributors of retail non-life insurance and ranked as a top-seven non-life insurance broker in Thailand, in each case by total revenue from such insurance brokerage business based on information from the Department of Business Development, Ministry of Commerce. From 2019 to 2020, our CAGR for our non-life premiums was 40.5% which was 12.5 times higher than the average growth rate of the non-life insurance industry based on our internal data as well as information from the Office of Insurance Commission.

The Thai financial services market in which we operate is fragmented and developing quickly. Our customer base is a large, long-tail segment of the Thai population with average monthly income less than THB 10,000, who are mostly sole-proprietors, micro entrepreneurs and blue- and white-collar workers with limited credit history and variable income and cash flows who are underserved by traditional financial institutions and who often turn to unlicensed lenders, particularly when in urgent need.



Source: Household Socio-Economic Survey (2019) by National Statistical Office

To meet the needs of these customers, we offer our group of clients with speedy and simple products and services through an extensive distribution network of more than 1,000 branches across 74 provinces, and supported by a wide referral network (including agents, telesales, used truck dealers and referrals from Krungsri branches), online customer engagement channels (including our website, mobile application, Facebook and Tid Lor Connect on Line Business Connect), our own automation system throughout our business driven by proprietary technology systems, and a high working standard and professionalism in operations owing to our history as an affiliate of Krungsri.

In order to capture the benefits of digitization in our industry, we have focused our investment on information technology, and we believe that this investment and our emphasis on digitization will differentiate us from other service providers in our same industry.

As an affiliate of Krungsri, a group member of Mitsubishi UFJ Financial Group, Japan's largest financial group and one of the world's largest financial groups, we will continue to offer the security, stability and high standards expected from renowned global institutions. We also believe that our financial institutional shareholders will continue to contribute to our strength in governance and access to funding compared to our Thai peers.

Major Shareholders:

The following table details certain information about our current principal shareholders and our principal shareholders after the Offering (assuming that the New Shares offered by us and the Existing Shares offered by Selling Shareholders are fully subscribed).

Name of Shareholders	Ordinary Shares Prior to the Offering		Ordinary Shares After the Offering (assuming that the over-allotment agent does not exercise the Over-Allotment Option by the Stabilization Agent)		Ordinary Shares After the Offering (assuming that the over-allotment agent exercise the Over-Allotment Option by the Stabilization Agent) ⁽⁴⁾	
	(Shares)	%	(Shares)	%	(Shares)	%
1. Bank of Ayudhya Public Company Limited ⁽¹⁾	1,054,083,930	50.00	769,939,630	33.20	695,695,530	30.00
2. Siam Asia Credit Access Pte. Ltd. ⁽²⁾ whose shareholders are CVC funds with limited terms expiring in 2024-2026 (as the case may be, subject to agreed conditions)	1,054,083,930	50.00	641,616,330	27.67	579,746,230	25.00
3. Mr. Siriyot Pronanunt ⁽³⁾	10	0.00	10	0.00	10	0.00
4. Public Investors	-	-	907,428,600	39.13	1,043,542,800	45.00
Total	2,108,167,870	100.00	2,318,984,570	100.00	2,318,984,570	100.00

Note

- (1) A public limited company incorporated under Thai law, having shares listed on the SET and operating as a financial institution (commercial bank) providing various financial services both directly and indirectly through entities in its group company. Kringsri's top 10 shareholders as at June 11, 2020 are: (i) MUFG Bank, Ltd. holding 76.88% of shares; (ii) Stronghold Assets Co., Ltd. holding 2.26% of shares; (iii) Tunmahachoke Company Limited holding 2.26% of shares; (iv) G L Assets Co., Ltd. holding 2.26% of shares; (v) BBTV Satelvision Co., Ltd. holding 2.22% of shares; (vi) Bangkok Broadcasting & T.V. Co., Ltd. holding 2.19% of shares; (vi) Mahakij Holding Co., Ltd. holding 2.16% of shares; (vii) Tun Rungrueng Co., Ltd. holding 2.15% of shares; (viii) Super Assets Company Limited holding 0.70% of shares.
- (2) Siam Asia is a holding company, wholly owned by Siam Asia Finance (Thailand) Limited ("SAFT"). Siam Asia Finance Limited and CV All Limited respectively hold 77.45% and 10.55% of SAFT's total ordinary shares. The remaining 12% of SAFT's total ordinary shares is owned by the other shareholders of SAFT. Siam Asia Financial Holdings Limited ("SAFH") holds 75.29% of Siam Asia Finance Limited's total ordinary shares and holds the entire ordinary shares of CV All Limited.

SAFH is 94.56% owned by CVC Capital Partners Asia Pacific IV L.P. ("CVC Capital Partners IV"), 4.72% owned by CVC Capital Partners Investment Asia IV L.P. ("CVC Capital Investment IV") and 0.72% owned

by CVC Capital Partners Asia IV Associates L.P. ("CVC Capital IV Associates", and together with CVC Capital Partners IV and CVC Capital Investment IV, the "CVC Funds"). The CVC Funds are private equity focused funds with limited terms expiring in 2024-2026 (as the case may be, subject to agreed conditions) that invest in companies operating in a range of different sectors which demonstrate the potential for growth in value. Thus, in accordance with the funds' investment policy, the CVC Funds may further divest their investment in the Company. The CVC Funds have CVC Capital Partners Asia IV Limited (the "CVC GP") as their common general partner who controls management and all investment decisions of the CVC Funds. The CVC Funds are widely held among a large number of limited partners comprising pension funds, sovereign wealth funds, financial institutions and various other credible partners. The limited partners have no control over or participation in any management or investment decision making of the CVC Funds.

The CVC GP is ultimately controlled by CVC Capital Partners SICAV-FIS S.A. (the "CVC Parent"). The CVC Parent and the CVC Funds are part of the CVC Capital Partners' network, a leading private equity and investment advisory firm. Further information regarding the CVC Capital Partners' network can be found on its website www.cvc.com.

- (3) Krungsri has notified us about an intention to transfer ordinary shares from Mr. Siriyot Pronanunt to Krungsri. Mr. Siriyot Pronanunt, who is an employee of an entity in Krungsri group company, is our individual shareholder who holds shares in us for compliance with Thai corporate law prescribing that a limited company must have at least 3 shareholders. We have not changed the number of our shareholders following our conversion to a public company. In this regard, when our shares are listed on the SET, 10 shares will be transferred from Mr. Siriyot Pronanunt to Krungsri.
- (4) In case the over-allotment shares are allocated, the Stabilization Agent will borrow not exceeding 74,244,100 shares from Krungsri and not exceeding 61,870,100 shares from Siam Asia, in an aggregate amount of 136,114,200 shares.

Revenue by Segment:

The following table sets forth our total revenue for each of the years indicated therein.

	Year Ended December 31,					
	2018	%	2019	%	2020	%
	(Audited)					
	(THB million, except percentages))					
Revenue						
Interest income on hire-purchase receivables						
.....	2,176.2	28.7	1,663.0	17.6	1,204.8	11.4
Interest income on loans.....	4,200.0	55.5	5,972.2	63.1	7,530.5	71.3
Fee and service income.....	1,171.2	15.5	1,803.3	19.1	1,792.0	17.0
Other income	22.0	0.3	19.4	0.2	31.6	0.3
Total revenue	7,569.4	100.0	9,457.9	100.0	10,558.9	100.0

Board of Directors:

At present, our Board consists of 12 members. Details of which are as follows:

Name	Position
1. Mr. Chandrashekar Subramanian KrishoolIndmangalam ⁽¹⁾	Chairman of the Board
2. Mr. Phonganant Thanattrai ⁽¹⁾	Director
3. Mr. Schwin Chiaravanont ⁽²⁾	Director
4. Mr. Elcid Vergara ⁽²⁾	Director
5. Mr. Brian Hong ⁽²⁾	Director
6. Ms. Kesara Manchusree	Independent Director and Member of Audit Committee
7. Supawat Likittanawong ⁽³⁾	Independent Director and Member of Audit Committee
8. Patara Yongvanich	Independent Director and Member of Audit Committee
9. Mr. Santitarn Sathirathai	Independent Director
10. Dr. Vasin Udomratchatavanich ⁽¹⁾	Director
11. Mr. Piyasak Ukritnukun	Director and Managing Director
12. Nathapol Luepromchai ⁽¹⁾	Director

Note

(1) Directors nominated by Krungsri

(2) Directors nominated by SACA

(3) Directors with adequate knowledge and experience to review the reliability of financial statements

Summary of Certain Key Risk Factors:

1 Risks Relating to our Business and Industry

- 1.1 The COVID-19 pandemic has presented, and continues to present, challenges for our business operations and financial condition
- 1.2 We may be unable to maintain the quality of our loan portfolio and effectively evaluate the creditworthiness of our borrowers or the adequacy of our risk management policies, procedures and expertise
- 1.3 We operate in competitive industries and may not be able to expand or maintain our business profitably due to competitive pressures
- 1.4 We may not be successful in maintaining and promoting our brand and reputation, and our customer acquisition efforts may be adversely affected by damage to our brand or reputation
- 1.5 We may not successfully expand the scope of our products and services
- 1.6 Our lending products are subject to the regulatory interest rate caps which limit the interest rates we can charge to our customers
- 1.7 Our business and the Thai regulatory framework in which we operate are evolving, and we are, and may become in the future, involved in material legal proceedings relating to our business practices
- 1.8 We rely on physical branches as the main distribution channel of our products and services
- 1.9 We may be unable to maintain or increase the total volume of the loans we originate
- 1.10 We may fail to keep pace with the rapid changes in the technology utilized in our industry and market
- 1.11 We require substantial funding to operate our business and sustain our growth
- 1.12 We operate as a foreign business in Thailand within highly regulated industries, which exposes us to the risk of regulatory action
- 1.13 We may fail to collect delinquent loans or security in cases of customer default or we may be unable to sell security at the full value of outstanding loans or at all
- 1.14 Changes in the accounting policies or standards applicable to us could adversely affect our results of operations and financial condition
- 1.15 Fluctuations in prevailing interest rates may adversely reduce our profitability
- 1.16 We may face negative publicity that may affect our reputation or we may face legal proceedings
- 1.17 We have regulatory risk relating to new rules related to data privacy in Thailand

- 1.18 We may be unable to detect instances of fraudulent activity
- 1.19 We have to rely on our personnel and may be unable to attract and retain such personnel, and in particular, senior management
- 1.20 We may be unable to detect errors or resolve significant disruptions in our information technology ("IT") systems
- 1.21 We may be unable to prevent an infringement for the use of our intellectual property and may be disputed on the use of our trademark
- 1.22 Our credit rating may decline
- 1.23 Our cooperation with various third parties is integral to the smooth operation of our business and platforms
- 1.24 After the Offering, certain shareholders will continue to be able to exercise significant influence over us, our management and our operations, and the interests of our controlling shareholder may conflict with the interests of the holders of the Shares

2 Risks Relating to the Shares

- 2.1 We may not be able to or may elect not to pay dividends and our ability to pay dividends is also subject to compliance with the Public Limited Company Act
- 2.2 The Stabilization Agent may engage in stabilization activities and may be required to cease engaging in stabilization activities under the relevant laws
- 2.3 Your ability to participate in future preferential public1 or similar offerings may be limited

Summary of Our Historical Statements of Financial Position and Result of Operations Data for the Past Three Years

	As at / For the Year Ended December 31,		
	2018	2019	2020
Total revenue (THB mm)	7,569.4	9,457.9	10,558.9
Total expenses (THB mm) ⁽¹⁾	(5,938.7)	(5,699.2)	(5,772.0)
Net profit for the year (THB mm)	1,306.2	2,201.7	2,416.1
Basis earnings per share (THB) ⁽²⁾	13.5	1.4	1.2
Total asset (THB mm).....	40,081.0	48,411.1	53,335.5
Total liabilities (THB mm)	32,735.6	39,065.2	41,587.0
Total shareholders' equity (THB mm)	7,345.4	9,345.9	11,748.5
Net Interest Margin ⁽³⁾ (%)	17.3	15.1	15.2
Net Profit Margin ⁽⁴⁾ (%).....	17.3	23.3	22.9
ROE ⁽⁵⁾ (%).....	19.6	26.4	22.9

	As at / For the Year Ended December 31,		
	2018	2019	2020
ROA ⁽⁶⁾ (%)	3.9	5.0	4.7
Working Capital Ratio (times)	1.2	1.1	1.8
Interest-bearing Debt/Equity ⁽⁷⁾ (times)	4.2	4.0	3.4
Non-Performing Loans to Total Loans ⁽⁸⁾ (%) ..	1.1	1.3	1.7
NPL Coverage ⁽⁹⁾ (%)	609.0	438.8	325.1

Notes

- (1) For the year ended December 31, 2018, the presentation of total expenses in our statement of profit or loss and other comprehensive income included our finance costs. However, for the years ended December 31, 2019 and 2020, finance costs were removed from the calculation of total expenses and moved separately below the line to be included in the calculation of our profit before income tax expense
- (2) Calculated by weighted average of number of ordinary shares for the year end December 31, 2018 2019 and 2020 of 117,780,966 shares 1,632,004,432 shares and 2,106,033,021 shares, respectively
- (3) Net Interest Margin is defined as total interest income net of finance costs divided by average Total Loans at the beginning and the end of the period
- (4) Net Profit Margin is defined as net profit divided by total revenues.
- (5) Return on Average Shareholders' Equity is defined as net profit for the period divided by average total shareholders' equity at the beginning and the end of the period.
- (6) Return on Average Assets is defined as net profit for the period divided by average total assets at the beginning and the end of the period
- (7) Interest-bearing Debts to Equity Ratio is defined as total Interest-bearing Liabilities divided by the total shareholders' equity at the end of the period. Interest-bearing Debts consists of loans, debentures and lease liabilities, both long-term and short-term
- (8) Non-Performing Loans to Total Loans is defined as Non-Performing Loans divided by Total Loans
- (9) NPL Coverage is defined as Allowance for Expected Credit Loss / Allowance for Doubtful Accounts (as applicable) divided by Non-Performing Loans.

Management's Discussion and Analysis of Financial Condition and Results of Operations:

Result of Operation and Profitability

Our total revenue for the year ended December 31, 2018, 2019 and 2020 was THB 7,569.4 million, THB 9,457.9 million and THB 10,558.9 million, respectively. Our total revenue in each specified period was primarily due to the growth of our interest income on loans and hire-purchase receivables, as well as the growth of our non-life insurance business. Our loans and hire-purchase receivables in 2020 grew at the slower rate, which was mainly due to our having waived the value-added tax paid in advance for customers during the COVID-19 pandemic. However, service income from our non-life insurance business in 2019 and 2020 highly increased despite of the COVID-19 pandemic.

Overall, although the COVID-19 pandemic may have temporarily impacted our business

operations, we believe that such impacts will not have a long-term effect on our business, operations, financial position and performance, ability to service our contractual obligations or other aspects of our business. Going forward, we expect to maintain and grow our marketing leading position in the Thai title lending market.

For the years ended December 31, 2018, 2019 and 2020, our Net Interest Margin was 17.3%, 15.1% and 15.2%, respectively. The change in Net Interest Margin was mainly due to the change in interest rates in which the Company can charge for vehicle title loans from customers, together with impact from our special offer campaign launched at the end of 2018 which resulted in the decrease in our Interest Income Ratio for 2019. In addition, the Income Expense Ratio increased which was mainly due to increased borrowings made from banks in 2020 which have higher interest expense ratios than debenture issuances. Such change in funding proportion was a result from abnormal conditions of debenture market during the COVID-19 pandemic as we turned to seek fundings more from borrowing from the banks.

For the years ended December 31, 2018, 2019 and 2020, our net profit was THB 1,306.2 million, 2,201.7 million and 2,416.1 million or net profit margin of 17.3%, 23.2% and 22.9%, respectively. The increase was primarily due to significant growth of our business, both in loan portfolio and our non-life insurance brokerage business in 2019, which resulted in significant increase in our net profit margin in 2019. Although, net profit margin in 2020 slightly decreased due to COVID-19 pandemic, company can maintain profitability level at similar level to that in 2019.

Financial Statement

As at December 31, 2018, 2019 and 2020, our total asset was THB 40,081.0 million, THB 48,411.1 million and THB 53,335.5 million, respectively. The increase was mainly due to the growth of our lending business.

As at December 31, 2018, 2019 and 2020, our total liabilities was THB 32,735.6 million, THB 39,065.2 million and THB 41,587.0 million, respectively. The increase was mainly due to our increased in debentures issuance and bank loans for business expansion.

As at December 31, 2018, 2019 and 2020, our total shareholders' equity was THB 7,345.4 million, THB 9,345.9 million and THB 11,748.5 million, respectively. Our total shareholders' equity consists of issued and paid-up share capital, share premium and retained earnings. The increase of shareholders' equity as at December 31, 2018 from as at December 31, 2017 and December 31, 2019 from as at December 31, 2018 was mainly due to capital increase registration of THB 1,700 million in 2019 and THB 2,800 million in 2020 and increase of accumulated retained earnings.

As at December 31, 2018, 2019 and 2020, our interest-bearing debts to equity ratio was 4.2x, 4.0x and 3.4x, respectively. The decreasing trend in Interest-bearing Debts to Equity Ratio was primarily due to our increased equity from continued growth of our net profits from operations.

As at December 31, 2018, 2019 and 2020, working capital ratio was 1.2x, 1.1x and 1.8x, respectively, as we have managed liquidity to ensure sufficient funds are available for daily needs as well as for repayment of anticipated short-term obligations.

Based on our current draft financial information as of and for the three-month period ended March 31, 2021, which in turn is based on our management accounts (the “**Draft Financial Information based on our Management Accounts**”), which our Audit Committee is expected to approve after the date of the Prospectus, we do not expect any material adverse or positive developments that will affect an investor’s assessment of the Draft Financial Information based on our Management Accounts when compared with our financial results for year ended December 31, 2020. However, subject to any factors which are beyond our control or unknown to us:

- A. we have no reason to believe that there have been any material developments in our financial position or results of operations as of and for the three-month period ended March 31, 2021 as compared to our financial position and results of operations as of and for the three-month period ended March 31, 2020, except as discussed below:
 - (1) although we have considered the ongoing impact of (i) the COVID-19 pandemic (including various government measures to contain the pandemic, such as lockdown and physical distancing measures, which may impact our business, financial position and results of operations as of and for the three-month period ended March 31, 2021; (ii) the lowering of the regulated interest rate cap applicable to our vehicle title loans from 28% to 24% in August 2020; and (iii) the release of excess management overlay, which offsets certain loss allowances for expected credit loss on financial assets, the Draft Financial Information based on our Management Accounts may not yet fully reflect the full, final impact of the aforementioned factors. Overall, these factors are not expected to have a material impact to the net profit result in the three-month period ended March 31, 2021 as compared to the first quarter of 2020; and
 - (2) the Draft Financial Information based on our Management Accounts does not reflect the potential impacts from accounting adjustments and remains subject to further changes, reconciliations and revisions as required under the applicable accounting reporting standards and/or laws or as may be deemed appropriate by our Board of Directors, the Audit Committee and our approved external auditor.
- B. We have no reason to believe that there exists any omission of any information from the registration statement and the prospectus as of and for the three-month period ended March 31, 2021 concerning our business, financial position and result of operations that would be material for an investor’s investment decision in the Shares.
- C. We have no reason to believe that we are not qualified to proceed with the listing of the shares pursuant to relevant rules concerning results of operations and financial position and liquidity in accordance with the SET’s regulation regarding the Listing of Ordinary Shares and Preferred Shares as Listed Securities B.E. 2558 (2015), as amended.

In addition, during the three-month period ended March 31, 2021, we have not materially expanded our scope of business beyond that described in the registration statement and the prospectus, and any related party transactions entered into by us and any connected persons are of a nature similar to the transactions described under the heading “Related Party Transactions” as having occurred for the year

ended December 31, 2020.

Investor Relations:

Name : Miss Tipnipa Kananub

Address : 428 Ari Hill Building, 11th floor, Phahonyothin Road, Samsen Nai Phaya Thai,
Bangkok 10400 Thailand

Telephone no. : 02-792-1394

Fax no. : 02-792-1839

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Information Memorandum (Additional)

General Information		
General InformationPUBLIC COMPANY LIMITED / Abbreviation	Ngern Tid Lor Public Company Limited / TIDLOR ("the Company")
	Location / Telephone no. and FAX / URL	Address: 428 Ari Hill Building, 11 th floor, Phahonyothin Road, Samsen Nai Phaya Thai, Bangkok 10400 Thailand Telephone no.: 088-088-0880 Website: https://www.ngerntidlor.com/th/home.html
	Financial Advisor	Kiatnakin Phatra Securities Public Company Limited
	Underwriters	1. Kiatnakin Phatra Securities Public Company Limited 2. Kasikorn Securities Public Company Limited 3. SCB Securities Public Company Limited
	Registered Capital (shares) / Paid-up Capital (shares)	2,318,984,570
	Distribution of minority shareholding (Free Float) (number of shareholders and percentage of shares)	87,724 shareholders or 44.53% of the registered capital (post-IPO)
	Number of shares under silent period / Silent period	1,275,441,514 shares or equivalent 55% of the total shares of the Company post-offering. It comprises 695,695,371 shares from Krungsri and 579,746,143 shares from SACA, or equivalent to 30% and 25% of the total shares of the Company post-offering, respectively. All of these will be deposited at TSD for a period of one year and will be able to gradually sell such shares at 25% of the number of all shares that are subject to the prohibition of sale upon completion of every 6-month period from the first trading day of the Company's shares, subject to SET's regulations
Financial Statement Information	Fiscal Year End	31 December
	Policy for Financial Statements Submission	<u>Quarterly Financial Statement</u> The Company will submit its 1 st quarter, 2 nd quarter and 3 rd quarter financial statements which were reviewed by certified public auditors to the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission within 45 days from the end of the accounting period in each quarter. However, the Company will not submit the 4 th quarter financial statements.

General Information				
		The Company will submit the annual financial statements which were audited by a certified public accountant to the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission within 2 months from the end of the accounting period.		
	Auditing Firm	Deloitte Touche Tohmatsu Jaiyos Co. Ltd		
	Auditor	Chavala Tienpasertkij (Auditor ID 4301)		
Operating results for the past 3 years and latest accumulated period ⁽¹⁾	Year	2018	2019	2020
	Book value per share ⁽²⁾	6.24	5.73	5.58
	Net profit (losses) per share ⁽³⁾	1.11	1.35	1.15
	Dividend per share ⁽⁴⁾	1.44	1.84	-
	Payout ratio ⁽⁵⁾	130.1%	136.3%	-
Others (If any)	Listing Conditions	-None-		
	Green Shoe Option	<p>136,114,200 shares, or equivalent to 15.0% of total offering shares. The Over-Allotment Agent will borrow such shares from Bank of Ayudhya Public Company Limited in number of 74,244,100 shares and from Siam Asia Credit Access Pte. Ltd. in number of 61,870,100 shares, which amounts to in aggregate of 136,114,200 for covering the over-allotment. The return methods of such borrowed shares to each of Krungsri and SACA (as the securities lender) can be done in the following manner:</p> <p>(a) The purchase of ordinary shares in the open market and/or</p> <p>(b) The exercise of the Over-allotment Option in aggregate of 136,114,200 shares, granted by Bank of Ayudhya Public Company Limited for 74,244,100 shares and Siam Asia Credit Access Pte Ltd for 61,870,100 shares</p> <p>The Over-Allotment Agent is entitled to exercise option as set out in (b) only once and, when exercised, the Over-Allotment Agent will no longer be able to purchase the shares in accordance with (a).</p> <p>The Over-Allotment Agent must return the shares within 30 days from and including the date on which our shares commence trading on the SET.</p>		

Note:

- (1) Due to the change in par value of the Company from THB 37 per share to THB 3.7 per share, the weighted average number of ordinary shares issued as at December 31, 2018 and December 31, 2019 were re-adjusted as if the change of par value of ordinary shares occurred since the beginning of 2018 and 2019. Therefore, the weighted average number of ordinary shares as at December 31,

2018, December 31, 2019 and December 31, 2020 are 1,177,809,660 shares 1,632,004,432 shares and 2,106,033,021 shares, respectively.

- (2) Book value per share is defined as total shareholders' equity at the end of the period divided by the weighted average number of ordinary shares issued as note (1). The total shareholders' equity as at December 31, 2018, December 31, 2019 and December 31, 2020 are THB 7,345.4 mm, THB 9,345.9 mm and THB 11,748.5 mm, respectively.
- (3) Net profit (losses) per share is defined as net profit (losses) for the year divided by the weighted average number of ordinary shares issued as note (1). The net profit (losses) for the year as at December 31, 2018, December 31, 2019 and December 31, 2020 are THB 1,306.2 mm, THB 2,201.7 mm and THB 2,416.1 mm, respectively.
- (4) Dividend per share is defined as dividends paid divided by the weighted average number of ordinary shares issued as note (1). The dividends paid as at December 31, 2018 and December 31, 2019 are THB 1,700.0 mm and THB 3,000.2 mm, respectively and no dividends paid as at December 31, 2020.
- (5) Dividend Payout Ratio is defined as dividends paid divided by net profit for the period.

Board of Directors					
Rank	Title	Nane	Last Name	Position	Start Date
1	Mr.	Chandrashekar Subramanian	Krishoolndma ngalam	Chairman of the Board / Authorized Director / Chairman of Risk Management Committee	- 28 January 2021 – (Chairman of the Board) - 17 August 2015 (Director)
2	Mr.	Phonganant	Thanattrai	Director / Authorized Director / Member of Nomination and Remuneration Committee	28 Febuary 2019
3	Mr.	Schwin	Chiaravanont	Director / Authorized Director	28 Febuary 2019
4	Mr.	Elcid	Vergara	Director / Authorized Director / Member of Nomination and Remuneration Committee / Member of Risk Management Committee	28 Febuary 2019
5	Mr.	Brian	Hong	Director / Chairman of Nomination and Remuneration Committee	28 Febuary 2019
6	Mrs.	Kesara	Manchusree	Independent Director / Chairman of Audit Committee / Member of Nomination and Remuneration Committee	6 March 2020
7	Mr.	Supawat	Likittanawong	Independent Director / Member of Audit Committee	6 March 2020
8	Mr.	Patara	Yongvanich	Independent Director / Member of Audit Committee	6 March 2020
9	Mr.	Santitarn	Sathirathai	Independent Director	17 December 2020
10	Mr.	Vasin	Udomratchata vanich	Director / Member of Nomination and Remuneration Committee	15 June 2020
11	Mr.	Piyasak	Ukritnukun	Director / Authorized Director / Managing Director / Chairman of Senior Management Team	1 November 2013
12	Mr.	Nathapol	Luepromchai	Director	28 January 2021

Investment in Subsidiary					
Rank	Company	Type of business	Paid up Capital (Million Baht)	Holding shares (%)	Investment Value (Cost Method) (Million Baht)
1	-None-				

Prepared by Kiatnakin Phatra Securities Public Company Limited

The Company hereby certifies that the information reported in this Information memorandum is correct.

Ngern Tid Lor Public Company Limited



Sign K. S. Subramanian

(Mr. Chandrashekar Subramanian
Krishoolndmangalam)
Authorized Director

Sign Elcid Vergara

(Mr. Elcid Vergara)
Authorized Director