

20 March 2024

- Subject: Notice of the 2024 Annual General Meeting of Shareholders
- Attention: Shareholders of Origin Property Public Company Limited
- Enclosures:
1. One copy of the 2023 Annual Report (Form 56-1 One Report) and the Statements of Financial Position for the fiscal year ended 31 December 2023 (QR CODE);
 2. Profiles of the candidates nominated for election as directors to replace those who are due to retire by rotation;
 3. Summary of the increase of the limit for issuance and offering of the debentures of the Company in amount of not exceeding THB 5,000,000,000 (five Billion Baht);
 4. Copy of the Articles of Association of the Company regarding the Shareholders' Meeting;
 5. Profiles of the Company's Independent Directors for the appointment of proxies;
 6. Proxy Form A (general form), Proxy Form B (form with specific details), and Proxy Form C (for a foreign investor who appoints a Custodian in Thailand to be a share depository and keeper) (separate from the Shareholders' Meeting notice);
 7. Guidelines for attending the Shareholders' Meeting through electronic media (e-AGM) and appointment of proxy;
 8. Registration Form for attending the AGM through electronic media (e-AGM)

Origin Property Public Company Limited (the "**Company**") hereby informs you that, the Board of Directors of the Company has resolved to convene the 2024 Annual General Meeting of Shareholders on Thursday, 25 April 2024, at 14.00 hrs., through electronic media (E-Meeting) in accordance with the criteria of electronic meeting specified by laws, and the Guidelines for attending the Shareholders' Meeting through electronic media (e-AGM) and appointment of proxy, as set out in Enclosure 7, in order to consider the following agenda items:

Agenda Item 1: To acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors

Objectives and Rationale: In order to comply with Section 56 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) (the "**SEC Act**"), Section 113 of the Public Limited Companies Act B.E. 2535 (including any amendment thereto) (the "**PLC Act**") as well as Article 40 of the Articles of Association of the Company, the Company has prepared and delivered the 2023 operational results and the Annual Report of the Board

of Directors to the Shareholders' Meeting to acknowledge the operational results of the Company in the past year of which details are shown in the 2023 Annual Report (Form 56-1 One Report) (QR CODE), which is delivered to all shareholders together with this notice, set out in Enclosure 1.

Opinion of the Board: The Board of Directors deemed it appropriate to report the 2023 operational results of the Company and the Annual Report of the Board of Directors to the shareholders meeting to acknowledge.

Voting Requirements: This agenda item is only for acknowledgment; therefore, no voting is required.

Agenda Item 2: To consider and approve the Financial Statement and Comprehensive Income Statement for the year ended 31 December 2023 which have been audited by the certified public accountant

Objectives and Rationale: In order to comply with Section 56 of the SEC Act, and Section 112 of the PLC Act, as well as Article 40 of the Articles of Association of the Company, the Company has prepared the Financial Statement and Comprehensive Income Statement for the fiscal year ended 31 December 2023 as set out in the 2023 Annual Report (Form 56-1 One Report) and the Financial Statement for the fiscal year ending 31 December 2023 (QR CODE) which is delivered to all shareholders together with this notice, as set out in Enclosure 1. In this regard, such Financial Statement and Comprehensive Income Statement for the year ended 31 December 2023 have been audited by the certified public accountant, and reviewed by the Audit Committee, and approved by the Board of Directors' Meeting. The summary of this statement is as follows:

Transactions from the Consolidated Financial Statements	31 December 2023 (Proposed Year)	31 December 2022	31 December 2021
Total Assets	65,230,434,459	48,091,145,335	35,398,442,917
Total Liabilities	44,132,569,274	28,157,280,722	19,458,443,282
Shareholders' equity	21,097,865,185	19,933,324,613	15,939,999,635
Total Revenues	15,156,829,434	15,740,924,427	15,942,964,819
Profit (loss) before income tax	3,967,972,192	5,159,272,699	4,242,111,558
Net profit (loss)	2,718,233,321	3,774,536,467	3,193,934,937
Earnings (loss) per share	1.11	1.54	1.30

Opinion of the Board:

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the Financial Statement and the Comprehensive Income Statement for the year ended 31 December 2023 which have been audited by the certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors' Meeting. In this regard, the Board of Directors and the Audit Committee have provided their opinions in the "Report on Responsibilities of the Board of Directors towards the Financial Report" and "the Report of the Audit Committee" of which details are shown in the 2023 Annual Report (Form 56-1 One Report) (QR CODE), which is delivered to all shareholders together with this notice, as set out in Enclosure 1.

Voting Requirements:

The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 3: To consider and approve the dividend payment from the operational results of 2023

Objectives and Rationale:

Section 116 of the PLC Act and Article 45 of the Articles of Association of the Company provide that the Company shall appropriate part of its annual net profits to a legal reserve fund in an amount of not less than 5 (five) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10 (Ten) percent of the registered capital.

However, the Company has fully appropriated the net profits to be a legal reserve fund as required by laws in the amount of THB 154,577,622 (One Hundred Fifty-four Million, Five Hundred Seventy-seven Thousand, Six Hundred and Twenty-two Baht) equivalent to 10 (Ten) percent of the registered capital of THB 1,227,061,226.50 (One Thousand Two Hundred Twenty-seven Million Sixty-one Thousand, Two Hundred Twenty-six and Fifty Satang), as of 31 December 2023; therefore the Company is not required to appropriate for any other legal reserve fund for 2023.

In addition, according to Section 115 of the PLC Act and Article 44 of the Articles of Association provide that the Company shall not pay the dividend out of fund other than profits. In case that the Company sustains the accumulated loss, no dividends may be paid. The Company still also has the policy to pay dividends to its shareholders twice per year, by paying not less than 40 (Forty) percent of the net profits shown in the Separate Financial Statements after the deduction of corporate income tax and all appropriation to legal reserve funds as specified by laws and

the Company each year. In this regard, the Board of Directors will consider the distribution of dividends by taking into account the various factors in order to ensure maximum benefits for the shareholders.

According to the operational results of 2023, the Separate Financial Statements of the Company has shown a net profit of THB 1,660,082,177 (One Billion, Six Hundred Sixty Million, Eight-two Thousand, One Hundred Seventy-seven Baht). Then, the Company desires and deems it appropriate to distribute the dividends to its shareholders from the operational results of the latter six-month period of 2023 and retained profits, at the rate of THB 0.30 (Thirty Satang) per share, totaling not exceeding than THB 736,236,735.90 (Seven Hundred Thirty-six Million, Two Hundred Thirty-six Thousand, Seven Hundred Thirty-five Baht Ninety Satang). In this regard, the Company will pay the dividends in cash.

In 2023, the Company has paid the interim dividend according to the resolution of the Board of Directors' meeting No. 6/2566 dated 15 August 2023 for the first six-month period of year 2023 at the rate of THB 0.16 (Sixteen Satang) per share, or equivalent to the dividend payment of not exceeding THB 392,659,592.48 (Three Hundred Ninety-two Million Six Hundred Fifty-nine Thousand, Five Hundred Ninety-two Baht Forty-eight Satang).

Therefore, in 2023, the Company made a total dividend payment in amount of not exceeding THB 1,128,896,328.38 (One Billion, One Hundred Twenty-eight Million, Eight Hundred Ninety-Six Thousand Three Hundred Twenty-eight Baht Thirty-eight Satang). The rate of the dividend payment in 2023 equals to 68.002 (Sixty-eight point Zero Zero Two) percent of the net profits recorded under the Separate Financial Statements exceeding the minimum percentage indicated under the policy to pay dividends of the Company.

In this regard, 9 May 2024 is scheduled as the date to record the names of the shareholders who are entitled to receive dividend (Record Date) and 23 May 2024 is scheduled as the date for dividend payments.

However, such the right to receive dividend is still uncertain, as this matter is required to be further approved by the shareholders' meeting.

Schedule for dividend payments:

Details	Date
Date on which an XD sign is posted	8 May 2024
Record Date	9 May 2024
Dividend payment date	23 May 2024

A Comparison of the Dividend Payment in the previous years

Details of the Payment of Dividend	2023 (Proposed Year)	2022	2021
1. Number of issued and paid-up shares (Share)	2,454,122,453	2,452,862,453	2,452,862,453
2. Number of issued and paid-up shares including the exercise of ESOP (Share)	-	-	2,460,862,453
3. Dividend per Share (THB/share)	0.4600	0.7200	0.5400
3.1 Interim Dividend (THB/share)	0.1600	0.1500	0.1200
3.2 Other Dividend (THB/share)	0.3000	0.5700	0.4200
4. Total Dividend Payment (THB)	1,128,896,296	1,766,925,086	1,325,072,986
4.1 Interim Dividend (THB)	392,659,560	368,118,038	294,342,270
4.2 Other Dividend (THB)	736,236,736	1,398,807,048	1,033,730,716
5. The Profits (Losses) Recorded under the Separate Financial Statements	1,660,082,117	3,324,173,901	3,307,579,958
6. Dividend Payout Company with the Profits Recorded under the Separate Financial Statements (Percent)	68.002	53.16	40.50

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve non-appropriation of the annual net profits for year 2023 as a legal reserve and approve the dividend payment at the rate of THB 0.30 (Thirty Satang) per share, totaling not exceeding THB 736,236,735.90 (Seven Hundred Thirty-six Million, Two Hundred Thirty-six Thousand, Seven Hundred Thirty-five Baht Ninety Satang),

and determine that, 9 May 2024 is scheduled as the date to record the names of the shareholders who are entitled to dividend payment (Record Date) and 23 May 2024 is scheduled as the date for dividend payment. However, such the right to receive dividend is still uncertain, as this matter is required to be further approved by the Shareholders' Meeting.

Voting Requirements: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 4: To consider and approve the re-election of the directors who are due to retire by rotation

Objectives and Rationale: Section 71 of the PLC Act and Article 17 of the Articles of Association of the Company provide that, at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office. A director who vacates office under this provision may be re-elected.

In the 2024 Annual General Meeting of Shareholders, there are 3 (Three) directors who are required to retire from the office, as follows:

1. Mr. Mayta Chanchamcharat Director;
2. Mr. Peerapong Jaroon-ek Director;
3. Mrs. Arada Jaroon-ek Director.

In this regard, the Company has provided the shareholders with the opportunity to nominate persons to be elected as directors in advance for the 2024 Annual General Meeting of Shareholders, from 17 November 2023 to 16 February 2024, via the Company's website. It appeared that no shareholder nominating a person to be elected as a director of the Company.

The Board of Directors, therefore; has followed the guidelines for nominating directors, by considering the suitability, qualifications, education, experiences, skills, professional expertise, including the composition of the total number of directors of the Company, as well as the efficiency and the performance as the director of the Company in the past, with all due circumspection. It turned out that those 3 (Three) directors, who are due to retire by rotation, are qualified and suitable for the Company's business operations, including that, in the past, all directors perform of their duties well and efficiently and were

able to express their opinions independently and in accordance with the relevant rules.

Therefore, the Board of Directors' meeting deem of it appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the re-election of 3 (Three) directors, namely (1) Mr. Mayta Chanchamcharat, (2) Mr. Peerapong Jaroon-ek and (3) Mrs. Arada Jaroon-ek, to be directors for another term, of which details of the profiles, educational background, work experience, shareholding proportions, and directorships in other companies set out in Enclosure 2.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the re-election of the 3 (Three) directors who are due to retire by rotation, namely (1) Mr. Mayta Chanchamcharat, (2) Mr. Peerapong Jaroon-ek and (3) Mrs. Arada Jaroon-ek, to hold office for another term. In this regard, the nomination of the directors who are due to retire by rotation has been considered by the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting.

Therefore, after the 2024 Annual General Meeting of Shareholders has resolved to re-elect the retired directors for another term, the Company have 9 (Nine) directors namely as follows:

- 1) Mr. Lucksananoi Punkrasamee Chairman of the Board and Independent Director
- 2) Mr. Sahas Treetipbut Chairman of Audit Committee and Independent Director
- 3) Air Chief Marshal Bureerat Ratanavanich Audit Committee and Independent Director
- 4) Mr. Chinnapat Wisuttiapad Audit Committee and Independent Director
- 5) Mr. Niwat Lamunpandh Director
- 6) Mr. Chatchai Payuhanaveechai Director
- 7) Mr. Mayta Chanchamcharat Director
- 8) Mr. Peerapong Jaroon-ek Director and Chief Executive Officer
- 9) Mrs. Arada Jaroon-ek Director

Voting Requirements: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes. In this regard, this agenda item will be casted for each nominated director.

Agenda Item 5: To consider and approve the directors’ remuneration for the year 2024

Objectives and Rationale: Section 90 of the PLC Act and Article 22 of the Articles of Association of the Company provide that the determination of the directors’ remuneration in form of rewards, meeting allowance, bonus or benefits in other forms requires the approval from the shareholders’ meeting. Under the process of the determination of the directors’ remuneration, the Nomination and Remuneration Committee shall consider remuneration in regards to the size of the business, the responsibilities of the directors, and the comparison with the range of remuneration of other listed companies on the Stock Exchange of Thailand which their Market Capitalization are as similar as that of the Company, propose to the Board of Directors’ meeting to consider and deem it appropriate to propose to the shareholders meeting for the approval. The details of each committee remuneration are as follows:

1. Monetary Compensation

1.1 Monthly remuneration of the Board of Directors

Unit : THB

Position	2024 (Proposed Year)	2023	2022
Chairman of the Board of Directors	30,000	30,000	30,000
Directors	15,000	15,000	15,000

1.2 Meeting allowance for each board committee

Unit : THB

	Chairman			Directors		
	2024 (Proposed Year)	2023	2022	2024 (Proposed Year)	2023	2022
Board of Directors	40,000	40,000	40,000	25,000	25,000	25,000
Audit Committee	30,000	30,000	30,000	20,000	20,000	20,000
Nomination and Remuneration Committee	15,000	15,000	15,000	10,000	10,000	10,000
Risk Management Committee	15,000	15,000	15,000	10,000	10,000	10,000
Corporate Governance Committee	15,000	15,000	-	10,000	10,000	-
Executive Directors	-	-	-	-	-	-

Remark: The Executive Directors of the Company are not entitled to receive meeting allowances in any event.

2. Compensation in any other benefits

Unit : THB

Position	2024 (Proposed Year)	2023	2022
Chairman of the Board of Directors	No any other benefits	No any other benefits	No any other benefits
Directors	No any other benefits	No any other benefits	No any other benefits

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the determination of the remuneration director and sub-committees for the year 2024. In this regard, such determination has been considered by the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting.

Voting Requirements: The resolution of this agenda item shall be passed by the votes of not less than two-thirds (2/3) of the total votes casted by the shareholders attending the Meeting.

Agenda Item 6: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2024

Objectives and Rationale: In order to comply with Section 120 of the PLC Act, and Article 36 of the Articles of Association of the Company, at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed. In this regard, the Audit Committee has considered and selected the auditors for the year 2024 and proposed to the Board of Directors to consider and deem it appropriate to propose that the shareholders' meeting to approve the appointment 3 (Three) auditors from EY Office Company Limited as the auditors of Company for the year 2024, namely:

No.	Name of the auditors	Certified Public Accountant	The number of years certified financial statements of the Company
1.	Mr. Termphong Oppanapan	Certified Public Account No. 4501	6
2.	Ms. Poonnard Paucharoen	Certified Public Account No. 5238	-
3.	Ms. Gosum Chaame	Certified Public Account No. 6011	-

In the case that these auditors above are unable to perform their duties, EY Office Company Limited shall arrange for other of its auditors to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors. The determination of the audit fee for the year 2024 is in amount of THB 2,050,000 (Two Million and Fifty Thousand Baht), excluding non-audit fee. The comparison of the audit fee is set out below:

Audit Fee	2024 (Proposed Year)	2023	2022
Audit Fee	THB 2,050,000	THB 2,050,000	THB 2,050,000
Non-Audit Fee	None	None	None

In this regard, all 3 (Three) auditors are not shareholders of the Company, do not have relationship with the Company, do not have any conflict of interest with the Company/ the subsidiaries of the Company/ the executives/ the majority shareholders/ or the related person(s) of the aforementioned person (s) and do not provide any advisory service to the Company. Therefore, such auditors are independent to audit and report opinions towards the Company's Financial Statement.

However, the Company has its subsidiaries. All subsidiaries appoint the auditors from EY Office Company Limited to be their auditors as well. If it is necessary to appoint the auditors from other Audit Firm, the Board of directors will supervise and follow up the Auditor to prepare Financial Statements of the Company and its subsidiaries to be finished on time specified by the relevant laws and regulations.

In this regard, the appointment of the auditors and determination of the audit fee for the year 2024 has been considered by the Audit Committee. The Audit Committee has opinions that none of the aforementioned auditors have relationship with the Company, and have any conflict of interest with the Company/ the subsidiaries of the Company/ the executives/ the majority shareholders/ or the related person (s) thereof. Therefore, the auditors are independent to audit and report their opinion on the Financial Statements of the Company, and have the satisfactory working results. It is found that none of the aforementioned auditors have performed their duty to review, audit, and report their opinion on the Financial Statements of the Company more than 7 (Seven) accounting years.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the appointment of Mr. Termphong Oppanapan, Certified Public Account No. 4501 and/or Ms. Ponnard Paocharoen, Certified Public Account No.5238, and/or Ms. Gosum Chaame, Certified Public Account No. 6011 of EY Office Services Limited, as the auditors of the Company for the year 2024; and the determination of the audit fee for the year 2024 at THB 2,050,000 (Two Million and Fifty Thousand Baht); and that in the case these auditors cannot perform their duty, EY Office Services Limited is allowed to arrange for other of its auditor to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors.

Voting Requirements: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 7: To consider and approve the increase of the limit for issuance and offering of the debentures of the Company in amount of THB 5,000,000,000

Objectives and Rationale: The Board of Directors resolved to approve the issuance and offer of the debentures of the Company in an amount of not exceeding THB 5,000 million, in addition to the remaining balance, the amount of THB 2,076 million, increasing to a new limit not exceeding THB 23,000 million, as detailed in Summary of the issuance and offer for sale of the debentures in the amount of not exceeding THB 5,000,000,000 (five Billion Baht) Enclosure 3.

In this regard, the authorized directors, the Executive Committee, or a person delegated by the Executive Committee shall be authorized to undertake the following act:

- (1) To determine the details with regard to the debentures, including the name, interest rate, tenor, details on redemption, appointment of debenture-holder's representative, allotment as well as other details with respect to the offer of debenture, for example, in case that some debentures are matured and the Company has fully repaid to the debenture holders, the Company is able to issue and offer the new tranche of debenture, in this regard, the Company is able to specify the significant details concerning such debentures including but not limited to the price, channel, and period of issuance and allotment.
- (2) To appoint a financial advisor and/or underwriter and/or credit rating agency of the securities issuer and/or the securities, and/or any other person in case that is required by the relevant rules and regulations, or deems appropriate;
- (3) To contact, negotiate, enter into, execute, amend the agreements and/or documents, including to submit documentation or evidence to the Office of the Securities and Exchange Commission and/or legal advisor and/or other sectors relating to the issuance and offer of the debentures, as well as to undertake any act, which is relevant to or necessary as it deems appropriate.

Opinion of the Board: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the increase of the limit for issuance and offering of the debentures of the Company in amount of THB 5,000,000,000 (Five Billion Baht) in order to serve for funding for the Company's business operation and/or the working capital and/or the debt repayment as well as the flexibility to the financial management of the Company in the amount of not exceeding THB 23,000,000,000 (Twenty-three Billion Baht).

Voting Requirements: The resolution on this agenda item shall be passed by the votes of not less than three-quarters of the total votes casted by the shareholders attending the Meeting and entitled to vote.

Agenda Item 8: Other matters (if any)

The Company has scheduled the date to record the names of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 15 March 2024 and 14 March 2024 is the date on which an XM sign is posted. The Company hereby invites all shareholders to attend the 2024 Annual General Meeting of Shareholders on Thursday April 25, 2024., at 14.00 hrs.,

In case that the shareholders wish to attend the E-Meeting, the Company require the shareholders or proxies to send the registration form for attending the E-Meeting, details as set out in Enclosure 8, together with any required verification documents to the Company by 18 April 2024 via e-mail: weerayut.b@origin.co.th. Once the Company has successfully verified the identity of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders as on the set Record Date on 15 March 2024, the Company will send "Username" and "Password" for logging in the meeting control system to the shareholders via such email address provided to the Company.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, as set out in Enclosure 6. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in Enclosure 5, to attend the meeting and cast votes on his or her behalf.

The shareholders are advised to study the Guidelines for attending the Shareholders' Meeting through electronic media (e-AGM) and appointment of proxy, and the documentation and evidence required to be presented on the date of the meeting, as set out in Enclosure 7. The Company will conduct the meeting in accordance with Article 6 of Articles of Association of the Company concerning the Shareholders' Meeting of which details of the Articles of Association are set out in Enclosure 4.

Sincerely yours,

(Mr. Lucksananoi Punkrasamee)

Chairman of the Board