

March 26th, 2025

- Subject:** Invitation to the Annual General Shareholders' Meeting Year 2025 via Hybrid Meeting (On-site and E-AGM)
- Attention:** Shareholders of the Company
- Attachment**
1. A copy of Minutes of the 2024 Annual General Meeting of Shareholders (For Agenda 1)
 2. Annual report year 2024 (Form 56-1 One Report) and documents regarding the General Meeting of Shareholders, Procedures for QR Code Download
 3. Profile of directors nominated for reappointment as directors (For Agenda 6)
 4. Profiles of the proposed auditors for the year 2025 (For Agenda 8)
 5. Guidelines and Practice for attending the 2025 Annual General Meeting of Shareholders in hybrid meeting, voting, vote counting and the granting of Proxy
 6. Definition of Independent director
 7. Profiles of independent directors who designated as Proxy of Shareholders
 8. Articles of Association relevant to the meeting
 9. Proxy Form (Form A B and C)
 10. Form for the enquiry submission prior to the 2025 Annual General Meeting of Shareholders
 11. User Manual-e-Shareholder-Meeting (E-AGM)
 12. Acceptance for the invitation of online meeting (E-AGM)
 13. Privacy notice for the shareholder's meeting under the personal data protection
 14. Map of the meeting venue

The Board of Directors of Ornsirin Holding Public Company Limited had resolved to convene the 2025 Annual General Meeting of Shareholders on Thursday, 24 April 2025, at 14:00 hrs. in the form of a Hybrid Meeting (Physical Meeting) at The Main Conference Room of the Ornsirin Headquarters, located at 79 Moo 8, San Pu Loei Subdistrict, Doi Saket District, Chiang Mai Province 50220 and via E-AGM in compliance with the relevant criteria set out in the law relating to the normal meeting and meeting through electronic media.

12.00 P.M. Registration begins

02.00 P.M. Meeting starts

For the determination of the agenda for the 2025 Annual General Meeting of Shareholders, the company announced on its website an invitation for shareholders to propose meeting agenda items and nominate individuals for consideration as company directors in advance, from September 17, 2024, to January 31, 2025. However, after the deadline, no shareholders had proposed additional agenda items or nominated any individuals for consideration as company directors. Therefore, the meeting agenda is announced in accordance with the resolution of the Board of Directors as follows:

Agenda No. 1 To acknowledge the minutes of the Annual General Meeting of Shareholders 2024 held on 25 April 2024.

Objectives & Rationale: the 2024 Annual General Meeting of Shareholders was held on Thursday, 25 April 2024. The copy of the minutes has been sent to the shareholders in with the notice of this meeting as per Attachment 1.

Opinion of the Board: The Board has recommended that the minutes of the 2024 Annual General Meeting of Shareholders are to be adopted.

Vote required: This agenda item is for acknowledgement and no casting of vote.

Agenda No. 2 To acknowledge the Company’s performance for the year 2024

Objectives & Rationale: The summary of the 2024 Company’s business operations shown in the form 56-1 One Report / the 2023 Annual Report. Shareholders can download the form 56-1 One Report / the 2024 Annual Report via the Notification of Meeting, *as shown in Attachment 2*.

Opinion of the Board: The Board has deemed appropriate to propose the 2024 Company’s business operations to present to the Annual General Meeting of Shareholders for acknowledgement.

Vote required: This agenda item is for acknowledgement and no casting of vote.

Agenda No. 3 To consider and approve the audited financial statements for the year ended 31st December 2024

Objectives & Rationale: The Company’s financial statements for the year ended December 31, 2024 was reviewed by the Company’s Audit Committee and audited by the Company’s auditor. Based on the auditor’s opinion, the consolidated financial statements of the Company and its subsidiaries was presented fairly in all material respects and in accordance with Thai Financial Reporting Standards, the details of which are attached in the Company’s Annual Registration Statement (Form 56-1 One Report) as follows:

Summary of Consolidated Financial Statements

Unit: Million Baht

Detail	2023	2024
Total Assets	3,966.21	4,818.41
Total Liabilities	1,572.94	2,362.37
Total Equities	2,393.27	2,456.04
Total Revenue	1,124.91	1,366.02
Net Profit	180.51	140.56

Opinion of the Board: It was appropriate to propose the Meeting for an approval of the Financial Statements for the year ended December 31, 2024. Which was audited and certified by the external auditor, DIA International Audit Co., Ltd., as well as reviewed by the Audit Committee.

Vote required: This agenda shall be approved by the Meeting of shareholders by the majority votes of the shareholders attending and casting their votes at the Meeting.

Agenda No. 4 To consider the allocation of profit for the year 2024

Objectives & Rationale: Under Section 116 of the Public Limited Companies Act B.E. 2535 and Article 40 of the Company’s Article of Association. the Company shall have to allocate not less than 5 percent of the annual net profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital.

Opinion of the Board: The Meeting should approve the appropriation of annual net profit as legal reserves Allocation of the net profit from 2024 operating results in the amount of 773,100 Baht (seven hundred seventy-three thousand one hundred baht), which is not less than five percent (5%) of the annual net profit. (Separate financial statements)

Vote required: Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda No. 5 To consider and approve the dividend payment for the year 2024

Objectives & Rationale:

The Company has the policy of paying dividends of not less than 40% of the net profit, according to the specific Financial Statements, after deducting the statutory reserve fund and other reserve funds. Furthermore, the payment of dividends shall depend on the Company's cash flow status. If there are no other necessary circumstances and the dividend payment shall not materially affect the Company's business operations. However, the Company may declare a dividend payment lower than the rate specified above by considering the Company's business operations, financial status, as well as other factors that may affect the Company's business management in the future. And the payment of dividends will not have a significant impact on the normal operations of the company. The resolution of the company's board of directors approving the payment of dividends must be presented to the shareholders' meeting for approval. However, the board of directors has the authority in considering paying interim dividends if it is considered.

The Company's Board of Directors considered to propose to Shareholders' Meeting to pay dividend form the operating performance of 2024 to shareholders at the rate of 0.02 baht per share amounted to 30,000,000.00 baht. This is calculated as a dividend payout rate of 204.26 percent of net profit after statutory reserves. Which is in line with the dividend payout policy set at not less than 40 percent of the annual net profit after deducting statutory reserves, based on the separate financial statements.

The dividend will pay to shareholder whose name were shown on the record date of May 7, 2025. The dividend payment date is May 23, 2025.

Individual shareholders can request a dividend tax credit according to the criteria specified in the Revenue Code, Section 47 bis, with a total dividend of 0.02 baht per share paid from the net profits of a business that is subject to corporate income tax at the rate of 20 (twenty) percent. Those who receive dividends can deduct income tax credit at the rate of 20/80 of the dividends received.

The past balance sheets, profit and loss statements record is as below:

Details of Dividend Payment	2023	2024 (proposed)
1. Net Profit (Million Baht)	655.37	15.46
2. Earnings Per Share (Baht)	0.4369 ^{/2}	0.0103 ^{/2}
3. Net profit after a legal reserve. (Million Baht)	622.60	14.69
4. Number of dividends paid (Million Baht)	627.51	30.00
5. Dividend Per Share (Baht: Share)		
5.1 Interim Dividend	0.5093 ^{/1}	-

Details of Dividend Payment	2023	2024 (proposed)
5.2 Dividend for the Second-Half- Year	0.0500 ^{/2}	0.0200 ^{/2}
Total Dividend Payment (Baht: Share)	0.5593	0.0200
6. Dividend payout ratio (%) ^{/3}	100.79%	204.26%

Remark: ^{/1} The rate per share is determined by the number of issued and paid-up shares. 1,093,500,000 shares.

^{/2} The rate per share is determined by the number of issued and paid-up shares. 1,500,000,000 shares.

^{/3} The dividend payout ratio is calculated by dividing the annual dividend payment by the net profit after deducting all statutory reserves, based on the company's separate financial statements.

Opinion of the Board: The Meeting should approve the dividend payment from the net profit operations of 2024 at the rate of 0.02 baht per share as proposed, totaling 30,000,000 baht. The dividend will be payable on May 7, 2025, to those shareholders who are entitled to receive the dividend as listed on the Record Date on May 7, 2025. And dividend payment date is May 23, 2025.

Vote required: Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda No. 6 To consider and approve the re-election of directors in replacement of the directors whose terms will be retired by rotation for the year 2025

Objectives & Rationale:

According to Section of 71 Public Limited Companies Act B.E. 2535 and Article 19 of the Company's Articles of Association, on each Annual General Meeting of shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected. In this year, the name lists of the 2 directors who retired by rotation are as follows:

- (1) Mr. Somsak Pratomsrimek Independent Director / Chairman of the Audit Committee
- (2) Ms. Wilai Buranupakorn Director

For nominating of directors, the Company made an announcement among minor shareholders to nominate some qualified candidates for the positions of the Company's directors via the Stock Exchange of Thailand's media channel as well as on the Company's website(www.ornsirin.com) from September 17, 2024, to January 31, 2025. Furthermore, the list of candidates proposed by the shareholders has been considered but found none was proposed. In selecting and nominating the candidates, the Nomination and Compensation Committee has carefully considered the qualified candidates based on their competencies, experiences, good working records, leadership, vision, virtue, ethics, good attitude to the Company as well as their dedication and availability sufficiently beneficial to the Company's operation.

In addition, the appropriate qualifications are consideration which are consistent with the composition and the structure of directors in accordance with the business strategies of the Company. The persons nominated this time were carefully and prudently scrutinized by the Nomination and Compensation Committee and the Board of Directors considered. They were qualified for the Company's business operations and took the name list nominated by shareholders into account. It was therefore deemed appropriate to appointment Mr. Somsak Pratomsrimek and Ms. Wilai Buranupakorn, who must retire by rotation, to hold the position of the director for another term. *(Biographies of the 2 candidates are attached herewith in Attachment 3)*

Opinion of The Nomination, Remuneration and Corporate Governance Committee : The Nomination, Remuneration and Corporate Governance undertook nomination procedures by considering the board composition and skill matrix together with the appropriateness of qualifications regarding knowledge, capability, and experience of the four retired directors. It is of the view that the candidates hold the knowledgeable, expertise, experience, having adequately devoting their time and effort in performing the duties, being the leadership with full qualification required under the Public Limited Companies Act. Also, Have no disqualifications for appointment as company directors under the criteria of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and other regulatory agencies. They have also never been an employee or partner of the external audit office appointed by the Company within the past 2 years. Therefore, the Nomination and Compensation Committee (by the members of the Nomination and Compensation Committee having no conflict of interest) has proposed to the Board of Directors that the two directors who must retire by rotation should be appointment to continue their office.

Opinion of the Board: The Board (exclusive of those with vested interests on this matter) has carefully considered and thoroughly screened in compliance with criteria and procedures and deems it appropriate to propose for approval at the meeting of shareholders to appointment the 2 directors who must retire by rotation this year, namely Mr. Somsak Pratomsrimek and Ms. Wilai Buranupakorn to retain office for another term.

The Board of Directors has determined that Mr. Somsak Prathomsrimek, who has been nominated for the position of Independent Director, possesses the qualifications in accordance with the relevant legal requirements for Independent Director appointments and has not served as a director for more than nine years

Vote required: Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda No. 7 To consider and approve the remunerations of the Company's directors for the year 2025

Objectives & Rationale: The Company's Board of Directors considered the remuneration to the directors and the member of sub-committees as recommended by the Nomination and Compensation Committee of the Company. Which is in alignment with the directors' remuneration of comparable real estate as well as the appropriate for the scope of duties and responsibilities of the Board of Directors and the Audit Committee. It is proposed to determine the remuneration for the year 2025 to the Board of Directors, and Sub-Committee as follows:

(1) Directors' remuneration and Sub - Committee Members' remuneration for the year 2025

Position	Year 2024	Year 2025	Other Benefit
	Meeting Allowance (Baht/person/year)	Meeting Allowance (Baht/person/year)	
1. Board of Directors			
- Chairman of Board of Directors	30,000	30,000	None
- Member	20,000	20,000	

Position	Year 2024	Year 2025	Other Benefit
	Meeting Allowance (Baht/person/year)	Meeting Allowance (Baht/person/year)	
2. Audit Committee			None
- Chairman of Audit Committee	25,000	25,000	
- Member	20,000	20,000	
3. The Nomination, Remuneration and Corporate Governance Committee			
- Chairman of Nomination, Remuneration and Corporate Governance Committee	25,000	25,000	
- Member	20,000	20,000	
4. Executive Committee			
- Chairman of Executive Committee	25,000	25,000	
- Member	20,000	20,000	
5. Risk Management and Sustainability Committee			
- Chairman of Risk Management and Sustainability Committee	25,000	25,000	
- Member	20,000	20,000	

(2) Board of Directors' Annual Bonus for the year

This director bonus is for the Selection, Remuneration and Governance Committee, to consider and propose as appropriate to the directors based on the company's performance and the duties and responsibilities of each director. However, this type of remuneration for the entire board of directors does not exceed the amount of 2,250,000 baht (two million two hundred and fifty thousand but only).

Opinion of the Board: In accordance with the Board of Directors' meticulous consideration of remuneration appropriateness, encompassing various factors such as sound corporate governance principles, performance, Board responsibilities, and benchmarking against similar industry businesses, as well as the Company's business expansion, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval of director remuneration at the rates recommended by the Nomination, Remuneration, and Corporate Governance Committee

Vote required: The resolutions on this agenda shall be approved by the vote of not less than two-thirds of the total votes of the shareholders present at the Meeting.

Agenda No. 8 To consider and approve the appointment of the Auditor and Audit fee for the year 2025

Objectives & Rationale: In accordance with Section 120 of the Public Limited Company Act B.E. 2535 and Article 45 of the Company's Articles of Association, the shareholders' meeting shall appoint the Company's auditor and determine the auditor's remuneration. A retiring auditor is eligible for reappointment. The auditor must not be a director, employee, staff member, or hold any position within the Company

For Year 2025, the Audit Committee considered to auditing fee and elect 3 auditors from DIA International Audit Co., Ltd. to be the auditing firm. The details are follows: *shown in Attachment 4*

Name of auditors	CPA Registration Number	Years of auditing for the Company
Mrs. Suvimol Chriyakierne	2982	Signed as the Company's auditor in the Company's audited financial statements, 3 years, for the fiscal year 2022 - 2024
Mr. Wirote Satjathamnukul	5128	Never signed the Company's audited financial statements
Miss Somjintana Pholhirunrat	5599	Never signed the Company's audited financial statements

Proposed auditors must not have benefit and / or interest from the Company, affiliated company, associated company, related company or majority shareholder of the Company which enable auditors to independently audit and provide opinion on financial reports of the Company.

In the event that the above-mentioned certified public accountants are unable to perform their duties. D.I.A. International Auditing Co., Ltd. will arrange for another certified public accountant from D.I.A. International Auditing Co., Ltd. to act on its behalf and determine The audit fee for the year 2025 is not more than 860,000 baht (eight hundred and sixty thousand, but only) Furthermore, the Company has a total of seven subsidiaries, all of which utilize DIA International Auditing Company Limited, which is the same auditing firm as the Company. When including the audit fee for the entire group of companies. The amount does not exceed 3,620,000 bath (three million six hundred and two thousand but only) with the following details:

Ornsirin Holding Public Company Limited And subsidiaries Company	Year 2024 (Baht)	Year 2025 (Proposed year) (Baht)
1. Ornsirin Holding Public Company Limited	830,000	860,000
2. Ornsirin Property Company Limited (ORP)	1,090,000	1,090,000
3. North Home Property Company Limited (NHP)	190,000	190,000
4. North Home Company Limited (NH)	1,030,000	1,030,000
5. Ornsirin Group Company Limited (ORG)	120,000	120,000
6. Global Wealth Plus Company Limited (GWP)	60,000	60,000
7. Tichaporn Company Limited (TCP)	190,000	190,000
8. Ornsirin Education Company Limited (ORE)	130,000	80,000
9. Non-audit fee	None	None
Total	3,640,000	3,620,000

Opinion of the Board: The Board of Directors agreed with the Audit Committee to elect D.I.A. International Auditing Co., Ltd. to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

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|----------------------------------|------------------|------|----|
| (1) Mrs. Suvimol Chrityakierne | CPA. License No. | 2982 | or |
| (2) Mr. Wirote Satjathamnukul | CPA. License No. | 5128 | or |
| (3) Miss Somjintana Pholhirunrat | CPA. License No. | 5599 | |

and propose auditing fee of year 2025 is 860,000 baht. For Ornsirin Holding Public Company Limited

Vote required: Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda No. 9 To consider and approve other matters (if any)

Information for Shareholders

1) The Record Date for specifying the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2025 by Hybrid Meeting (Shareholders and proxies can attend the Annual General Meeting of Shareholders either via electronic means (E-AGM) or Physical Meeting shall be on Friday, 7th March 2025. The Annual General Meeting of Shareholders for the year 2025 will be held on Thursday, 24 April 2025 at 02.00 P.M.

2) Shareholders and proxies choose to attend via electronic means (E-AGM) can register since 10 April 2025 at 08.30 A.M. The registration will be closed at the end of meeting on 24 April 2025. And electronic meeting system will open on 24 April 2025 at 12.00 P.M.

Shareholders and proxies choose to attend physical meetings at The Main Conference Room of the Ornsirin Headquarters, located at 79 Moo 8, San Pu Loei Subdistrict, Doi Saket District, Chiang Mai Province The registration will open on 24 April 2025 at 12.00 P.M.

The Annual General Meeting of Shareholders for the year 2025 will be conducted by Hybrid meeting (Physical Meeting and E-AGM), as well as the registration and voting.

For shareholders and proxy holders having rights to attend the meeting, please study guidelines for registration, proxy granting, voting and vote counting from **Attachment 5**. In the event that a shareholder wishes to appoint an Independent Director of the Company as a proxy to attend the meeting and vote on their behalf, please select one of the proxy forms as detailed in **Attachment 9**.

The Company must receive the shareholder's power of attorney within 21 April 2025, by post, using the envelope enclosed with this letter and send to **Company Secretary Ornsirin Holding Public Company Limited 79 Moo 8 Sunpuloei Sub-district, Doi-saket District, Chiang Mai 50220 or e-mail: ir@ornsirin.co.th**

3) The Company will record the 2025 Annual General Meeting of Shareholders in form of video and may post on the website of the Company under "Investors"

Please be invited to attend and be informed accordingly

Yours Sincerely



(Mr. Pongpanu Svetarundra)
Chairman of the board

Any shareholder can access the Invitation Letter of the 2025 Annual General Meeting of the shareholders and all related documents at the Company's website at www.ornsirin.co.th under the section "INVESTORS" > "Shareholder"